

TB WOODS CORP
Form S-3/A
December 16, 2009

As filed with the Securities and Exchange Commission on December 16, 2009.

Registration No. 333-162511

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM S-3/A
(AMENDMENT NO. 2)
REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

ALTRA HOLDINGS, INC.
and certain subsidiaries identified in the Table of Additional Registrants below
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

61-1478870
(I.R.S. Employer Identification Number)

**300 Granite Street
Suite 201
Braintree, Massachusetts 02184
(781) 917-0600**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Glenn E. Deegan, Esquire
Vice President, Legal & Human Resources, General Counsel and Secretary
Altra Holdings, Inc.
300 Granite Street
Suite 201
Braintree, Massachusetts 02184
(781) 917-0600**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copy to:
**Robert J. Grammig, Esquire
Rodney H. Bell, Esquire
Holland & Knight LLP
701 Brickell Ave., Suite 3000
Miami, Florida 33131
(305) 374-8500**

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of this registration statement.

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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

| | | | |
|---|---|--|---|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> | Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller Reporting company <input type="checkbox"/> |
|---|---|--|---|

TABLE OF ADDITIONAL REGISTRANTS

The following direct or indirect subsidiaries of the registrant may guarantee the debt securities issued hereunder and are co-registrants under this registration statement. The address, including zip code, and telephone number, including area code, for each of the co-registrants is c/o Altra Holdings, Inc., 300 Granite Street, Suite 201, Braintree, Massachusetts 02184, (781) 917-0600.

| Name of Co-Registrant | Jurisdiction of Incorporation or Organization | I.R.S. Employer Identification No. |
|--|--|---|
| Altra Industrial Motion, Inc. | Delaware | 30-0283143 |
| American Enterprises MPT Corp. | Delaware | 52-2005169 |
| American Enterprises MPT Holdings, LLC | Delaware | 52-2005171 |
| Ameridrives International, LLC | Delaware | 52-1826102 |
| Boston Gear LLC | Delaware | 11-3723980 |
| Formsprag LLC | Delaware | 01-0712538 |
| Inertia Dynamics LLC | Delaware | 20-4221420 |
| Kilian Manufacturing Corporation | Delaware | 06-0933715 |
| Nuttall Gear LLC | Delaware | 54-1856788 |
| TB Wood s Corporation | Delaware | 25-1771145 |
| TB Wood s Enterprises, Inc. | Delaware | 51-0393505 |
| TB Wood s Incorporated | Pennsylvania | 23-1232420 |
| Warner Electric International Holding, Inc. | Delaware | 54-1967086 |
| Warner Electric LLC | Delaware | 54-1967089 |
| Warner Electric Technology LLC | Delaware | 54-1967084 |

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Explanatory Note:

The sole purpose of this amendment is to amend the Exhibit Index and to file an amended version of Exhibit 5.1 to the registration statement. No other changes have been made to the registration statement. Accordingly, this amendment consists only of the facing page, this explanatory note, Item 16 of Part II, the Exhibit Index of the registration statement and Exhibit 5.1.

II-1

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The exhibits listed in the accompanying Exhibit Index are filed or incorporated by reference as part of this Registration Statement.

II-2

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant, Altra Holdings, Inc., and the co-registrant, Altra Industrial Motion, Inc., certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

ALTRA HOLDINGS, INC.

ALTRA INDUSTRIAL MOTION, INC.

/s/ Carl R. Christenson

By: Carl R. Christenson

Title: President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|--|----------------------|
| /s/ Carl R. Christenson | President and Chief Executive Officer and Director | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | Vice President, Chief Financial Officer and Treasurer | December 16, 2009 |
| Christian Storch | | Date |
| * | Vice President Finance, Corporate Controller and | December 16, 2009 |
| Todd B. Patriacca | Assistant Treasurer | Date |
| * | Executive Chairman | December 16, 2009 |
| Michael J. Hurt P.E. | | Date |
| * | Director | December 16, 2009 |
| Edmund M. Carpenter | | Date |
| * | Director | December 16, 2009 |
| Lyle G. Ganske | | Date |
| * | Director | December 16, 2009 |

Michael S. Lipscomb

Date

Director

December 16,
2009

*

Larry McPherson

Date

II-3

Director

December 16,
2009

*

James H. Woodward Jr.

Date

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

II-4

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants, as listed on the attached Schedule A, certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

On behalf of each Registrant listed on
Schedule A hereto.

/s/ Carl R. Christenson
By: Carl R. Christenson
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|---|----------------------|
| /s/ Carl R. Christenson | President and Director | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | Chief Financial Officer, Treasurer and Director | December 16, 2009 |
| Christian Storch | | Date |
| * | Director | December 16, 2009 |
| Glenn Deegan | | Date |

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants, as listed on the attached Schedule B, certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

On behalf of each Registrant listed on
Schedule B hereto.

/s/ Carl R. Christenson
By: Carl R. Christenson
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|--|----------------------|
| /s/ Carl R. Christenson | President | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | Chief Financial Officer and Treasurer | December 16, 2009 |
| Christian Storch | | Date |
| * | President of American Enterprises MPT Corp., | December 16, 2009 |
| Carl R. Christenson | as Sole Member | Date |

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants, as listed on the attached Schedule C, certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

On behalf of each Registrant listed on
Schedule C hereto.

/s/ Carl R. Christenson
By: Carl R. Christenson
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|--|----------------------|
| /s/ Carl R. Christenson | President | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | Chief Financial Officer and Treasurer | December 16, 2009 |
| Christian Storch | | Date |
| * | Chief Executive Officer and President of Altra Industrial | December 16, 2009 |
| Carl R. Christenson | Motion, Inc., as Sole Member | Date |

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, each of the registrants, as listed on the attached Schedule D, certify that they have reasonable grounds to believe that they meet all of the requirements for filing on Form S-3 and have duly caused this Registration Statement to be signed on their behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

On behalf of each Registrant listed on
Schedule D hereto.

/s/ Carl R. Christenson
By: Carl R. Christenson
Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|---|----------------------|
| /s/ Carl R. Christenson | President and Director | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | Chief Financial Officer, Treasurer and Director | December 16, 2009 |
| Christian Storch | | Date |
| * | Director | December 16, 2009 |
| Edward L. Novotny | | Date |

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Kilian Manufacturing Corporation, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

KILIAN MANUFACTURING
CORPORATION

/s/ Carl R. Christenson
By: Carl R. Christenson
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|---|----------------------|
| /s/ Carl R. Christenson | Chief Executive Officer and Director | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | President and Director | December 16, 2009 |
| William Duff | | Date |
| * | Chief Financial Officer, Treasurer and Director | December 16, 2009 |
| Christian Storch | | Date |

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, TB Woods Enterprises, Inc., certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

TB WOODS ENTERPRISES, INC.

/s/ Carl R. Christenson
 By: Carl R. Christenson
 Title: President

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|---------------------------------------|-------------------|
| /s/ Carl R. Christenson | President | December 16, 2009 |
| Carl R. Christenson | | Date |
| * | Chief Financial Officer and Treasurer | December 16, 2009 |
| Christian Storch | | Date |
| * | Director | December 16, 2009 |
| Barry Crozier | | Date |
| * | Director | December 16, 2009 |
| Todd Patriacca | | Date |
| * | Director | December 16, 2009 |
| Glenn Deegan | | Date |
| * | Director | December 16, 2009 |
| Jonathan Kasdan | | Date |
| * | Director | December 16, 2009 |

Bob Grenda

Date

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

II-10

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Inertia Dynamics LLC, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Braintree, Massachusetts, on December 16, 2009.

INERTIA DYNAMICS LLC

/s/ Carl R. Christenson
By: Carl R. Christenson
Title: Manager

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| | | |
|-------------------------|---------|-------------------|
| /s/ Carl R. Christenson | Manager | December 16, 2009 |
|-------------------------|---------|-------------------|

| | | |
|---------------------|--|------|
| Carl R. Christenson | | Date |
|---------------------|--|------|

| | | |
|---|---------|-------------------|
| * | Manager | December 16, 2009 |
|---|---------|-------------------|

| | | |
|------------------|--|------|
| Christian Storch | | Date |
|------------------|--|------|

*By: /s/ Carl R. Christenson
Carl R. Christenson
Attorney-in-Fact

SCHEDULE A
AMERICAN ENTERPRISES MPT CORP.
WARNER ELECTRIC INTERNATIONAL HOLDING, INC
II-12

SCHEDULE B

AMERICAN ENTERPRISES MPT HOLDINGS, LLC

AMERIDRIVES INTERNATIONAL, LLC

NUTTALL GEAR L L C

FORMSPRAG LLC

II-13

SCHEDULE C
BOSTON GEAR LLC
WARNER ELECTRIC LLC
WARNER ELECTRIC TECHNOLOGY LLC
II-14

SCHEDULE D

TB WOOD S CORPORATION
TB WOOD S INCORPORATED

II-15

EXHIBIT INDEX

| Number | Description |
|---------------|--|
| 1.1* | Form of Underwriting Agreement |
| 3.1(1) | Second Amended and Restated Certificate of Incorporation of the Registrant |
| 3.2(2) | Second Amended and Restated Bylaws of the Registrant |
| 4.1(1) | Form of Common Stock Certificate |
| 4.2** | Form of Indenture |
| 4.3* | Form of Debt Securities |
| 4.4* | Form of Warrant |
| 4.5* | Form of Warrant Agreement |
| 4.6* | Form of Purchase Contract |
| 4.7* | Preferred Stock Certificate of Designation |
| 4.8* | Depository Agreement |
| 4.9* | Form of Depository Receipt |
| 4.10* | Form of Unit Agreement |
| 4.11* | Form of Unit Certificate |
| 5.1 | Legal Opinion of Holland & Knight LLP |
| 12.1** | Computation of Ratio of Earnings to Fixed Charges |
| 23.1** | Consent of Ernst & Young LLP |
| 23.2** | Consent of Holland & Knight LLP (filed as part of Exhibit 5.1) |
| 24.1** | Power of Attorney |
| 25.1*** | Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of Trustee under the Indenture |

* To be filed by amendment or as an exhibit to a document to be

incorporated or deemed to be incorporated by reference in this Registration Statement.

** Previously filed.

*** To be filed pursuant to Section 305(b)(2) of the Trust Indenture Act at the time of an offering of debt securities.

(1) Incorporated by reference to Altra Holdings, Inc.'s Registration Statement on Form S-1/A (File No. 333-137660) filed with the Securities and Exchange Commission on December 4, 2006.

(2) Incorporated by reference to Altra Holdings, Inc.'s Current Report on form 8-K filed on October 27, 2008.