FLOW INTERNATIONAL CORP
Form 8-K
September 02, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of report (Date of earliest event reported): September 1, 2009
FLOW INTERNATIONAL CORPORATION
(Exact Name of Registrant as Specified in Its Charter)
Washington
(State or Other Jurisdiction of Incorporation)

001-34443	**91-1104842**
(Commission File Number)	(IRS Employer Identification No.)
23500 64th Avenue South, Kent, Washington	**98032**
(Address of Principal Executive Offices)	(Zip Code)

(253) 850-3500
(Registrant s Telephone Number, Including Area Code)
Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On September 1, 2009, Flow International Corporation (the Company) entered into an underwriting agreement (the Agreement) with Roth Capital Partners, LLC, as underwriter (the Underwriter), relating to the public offering by the Company of 7,825,000 shares of Common Stock, par value $0.01 per share (the Common Stock), of the Company at a public offering price of $2.10 per share. The Company also granted the Underwriter the option to purchase up to 1,173,750 additional shares of Common Stock to cover over-allotments made in connection with the offering, if any. The shares are expected to be delivered against payment therefor on September 8, 2009. The offering of the shares was registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the Company s shelf registration statement on Form S-3, as amended (File No. 333-160076) (the Registration Statement). In connection with the offering, the Company filed with the Commission a prospectus supplement, dated September 1, 2009, relating to the offering described above. A copy of the opinion of K&L Gates LLP relating to the legality of the common stock to be sold in the offering is attached as Exhibit 5.1 hereto.

The above description of the Agreement is qualified in its entirety by reference to the full text of the Agreement, a copy of which is incorporated herein by reference and is attached to this Current Report on Form 8-K as Exhibit 1.1. In addition, the Agreement is incorporated by reference as an exhibit to the Registration Statement. The Agreement contains representations and warranties by each of the parties thereto. These representations and warranties have been made solely for the benefit of the other party to the Agreement and:

- should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;
- have been qualified by disclosures that were made to the other party in connection with the negotiation of the Agreement, which disclosures are not necessarily reflected in the Agreement;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the Agreement or such other date or dates as may be specified in the Agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. The Company acknowledges that, notwithstanding the inclusion of the foregoing cautionary statements, it is responsible for considering whether additional specific disclosures of material information regarding material contractual provisions are required to make the statements in this Form 8-K not misleading. Additional information about the Company may be found elsewhere in the Company s other public filings, which are available without charge through the SEC s website at http://www.sec.gov.

Item 7.01 Regulation FD Disclosure.

On September 1, 2009, the Company issued a press release announcing the amount and pricing of its public offering of shares of its Common Stock. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any state. Any offering will be made only through a prospectus supplement and accompanying prospectus.

The information reported under Item 7.01 in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	**Description**
1.1	Underwriting Agreement dated September 1, 2009
5.1	Opinion of K&L Gates LLP
23.1	Consent of K&L Gates LLP (included in Exhibit 5.1)
99.1	Press release dated September 1, 2009

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

FLOW INTERNATIONAL CORPORATION
(Registrant)

Date: September 2, 2009

By: */s/ John S. Leness*
John S. Leness
General Counsel and Secretary