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GARDNER DENVER INC
Form 8-K/A
November 17, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(AMENDMENT NO. 1)

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 2, 2004

GARDNER DENVER, INC.
(Exact name of Registrant as Specified in its Charter)

DELAWARE	1-13215	76-0419383
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1800 GARDNER EXPRESSWAY, QUINCY, ILLINOIS 62301
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (217) 222-5400

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

EXPLANATORY NOTE

On September 1, 2004, Gardner Denver, Inc. (the "Company") announced that it had completed the acquisition of nash_elmo Holdings, LLC ("Nash Elmo"). This Amendment No. 1 on Form 8-K/A amends the Company's Current Report of Form 8-K filed on September 2, 2004 to provide Nash Elmo historical financial statements and pro forma financial information relating to the acquisition.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial statements of businesses acquired.

See the Index to Financial Statements and Pro Forma Financial Information

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(b) Pro forma financial information

See the Index to Financial Statements and Pro Forma Financial Information

(c) Exhibits

- 2.1 Agreement and Plan of Merger dated July 28, 2004 by and among Gardner Denver, Inc., Neptune Holdings I, Inc., nash_elmo Holdings LLC and Audax Vacuum Corp., filed as Exhibit 2.1 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.
- 2.2 Amendment to Agreement and Plan of Merger dated September 1, 2004 by and among Gardner Denver, Inc., Neptune Holdings I, Inc., nash_elmo Holdings LLC and Audax Vacuum Corp, filed as Exhibit 2.2 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.
- 2.3 Agreement and Plan of Merger dated July 28, 2004 by and among Gardner Denver, Inc., Neptune Holdings II, Inc. and nash_elmo Corp, filed as Exhibit 2.3 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.
- 2.4 Amendment to Agreement and Plan of Merger dated July 28, 2004 by and among Gardner Denver, Inc., Neptune Holdings II, Inc. and nash_elmo Corp, filed as Exhibit 2.4 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.
- 2.5 Escrow Agreement dated September 1, 2004 by and among Gardner Denver, Inc., Wells Fargo Bank, National Association, as escrow agent, and Audax Vacuum Corp, filed as Exhibit 2.5 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.
- 2.6 Form of Transmittal Letter and Agreement, filed as Exhibit 2.6 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.

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- 10.1 Amended and Restated Credit Agreement dated September 1, 2004 by and among Gardner Denver, Inc., J.P. Morgan Securities, Inc., as lead arranger, and the other lenders named therein, filed as Exhibit 10.1 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.
- 23.1 Consent of KPMG LLP
- 99.1 Press Release dated September 1, 2004, filed as Exhibit 99.1 to Gardner Denver's Form 8-K dated September 2, 2004, and incorporated herein by reference.

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