

MODINE MANUFACTURING CO  
Form S-8  
July 01, 2011

Registration No. 333-\_\_\_\_\_

As filed with the Securities and Exchange Commission on July 1, 2011

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**under**

**The Securities Act of 1933**

**MODINE MANUFACTURING COMPANY**

(Exact Name of Registrant as Specified in Charter)

**Wisconsin**  
(State of Incorporation)

**39-0482000**  
(I.R.S. Employer Identification No.)

**1500 DeKoven Avenue**  
**Racine, Wisconsin**  
(Address of Principal Executive Offices)

**53403**  
(Zip Code)

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**Modine 401(k) Retirement Plan for Salaried Employees**

**Modine 401(k) Retirement Plan for Hourly Employees**

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**Margaret C. Kelsey**

**Vice President, Corporate Development,**

**General Counsel and Secretary**

**Modine Manufacturing Company**

**1500 DeKoven Avenue**

**Racine, Wisconsin 53403**

**(262) 636-1200**

(Name, address and telephone number, including area code, of agent for service)

**With copies to:**

**C.J. Wauters**

**Godfrey & Kahn, S.C.**

**780 North Water Street**

**Milwaukee, Wisconsin 53202**

**(414) 273-3500**

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities to be Registered<sup>(1)</sup></b>	<b>Amount to be Registered</b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.625 par value per share	1,000,000 <sup>(2)</sup>	\$14.47 <sup>(3)</sup>	\$14,470,000	\$1,679.97 <sup>(3)</sup>

(1)

Pursuant to Rule 416(c) under the Securities Act of 1933, as amended, this Registration Statement is also deemed to register an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.

(2)

Includes 500,000 shares of Modine Manufacturing Company common stock, par value \$0.625 per share (the Common Stock), to be registered in connection with each of the Modine 401(k) Retirement Plan for Salaried Employees and the Modine 401(k) Retirement Plan for Hourly Employees.

(3)

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Registration fee calculated pursuant to Rule 457(c) under the Securities Act of 1933, as amended. The registration fee is based on the average of the high and low price of a share of the Common Stock on June 27, 2011 on the New York Stock Exchange.

## INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to General Instruction E to Form S-8 under the Securities Act of 1933, as amended (the Securities Act ). The information in (1) the Registration Statement on Form S-8, as amended, relating to the Modine 401(k) Plan for Salaried Employees, originally filed by Modine Manufacturing Company (the Company ) pursuant to the Securities Act on October 20, 2000 (Registration No. 333-48292), and (2) the Registration Statement on Form S-8, as amended, relating to the Modine 401(k) Plan for Hourly Employees, originally filed by the Company pursuant to the Securities Act on October 20, 2000 (Registration No. 333-48298), is hereby incorporated by reference into this Registration Statement.

### Exhibits

5(a)

Opinion of Counsel as to the Legality of the Securities Being Registered is not required because no original issuance securities are to be registered under this Registration Statement.

5(b)

In lieu of an opinion of counsel concerning compliance with requirements of ERISA or an Internal Revenue Service ( IRS ) determination letter that the plans subject hereto are qualified under Section 401 of the Internal Revenue Code, the Registrant hereby undertakes that it has submitted or will submit such plans and any amendment thereto to the IRS in a timely manner and has made or will make all changes required by the IRS in order to qualify such plans.

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Consent of PricewaterhouseCoopers LLP

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Racine, State of Wisconsin, on July 1, 2011.

MODINE MANUFACTURING COMPANY

By:

/s/ Thomas A. Burke

Thomas A. Burke

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.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Thomas A. Burke</u> Thomas A. Burke	President, Chief Executive Officer and Director (Principal Executive Officer)	July 1, 2011
<u>/s/ Michael B. Lucareli</u> Michael B. Lucareli	Vice President, Finance, Chief Financial Officer and Treasurer (Principal Financial Officer)	July 1, 2011
<u>/s/ Gary L. Neale</u> Gary L. Neale	Director	July 1, 2011
<u>/s/ David J. Anderson</u> David J. Anderson	Director	July 1, 2011
<u>/s/ Charles P. Cooley</u> Charles P. Cooley	Director	July 1, 2011
<u>/s/ Frank P. Incropera</u> Frank P. Incropera	Director	July 1, 2011



**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the trustees (or other persons who administer the employee benefit plans subject hereto) have duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Racine, state of Wisconsin, on July 1, 2011.

MODINE 401(K) RETIREMENT PLAN FOR SALARIED EMPLOYEES

and

MODINE 401(K) RETIREMENT PLAN FOR HOURLY EMPLOYEES

/s/ Michael B. Lucareli

Michael B. Lucareli  
Committee Member

/s/ Margaret C. Kelsey

Margaret C. Kelsey  
Committee Member

/s/ Laura O. Clampett

Laura O. Clampett  
Committee Member

**EXHIBIT INDEX**

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Consent of PricewaterhouseCoopers LLP