

PROLIANCE INTERNATIONAL, INC.

Form 8-K

August 26, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 25, 2008
PROLIANCE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)**

**Delaware
(State or Other Jurisdiction of
Incorporation)**

**1-13894
(Commission File Number)**

**34-1807383
(IRS Employer Identification
No.)**

**100 Gando Drive,
New Haven, Connecticut
(Address of Principal Executive Offices)**

**06513
(Zip Code)**

Registrant's telephone number, including area code: 203.401.6450

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):

- 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On August 25, 2008, Proliance International, Inc. (the Company) entered into the Sixth Amendment (the Sixth Amendment) of the Credit and Guaranty Agreement (as amended prior to July 24, 2008, the Agreement) by and among the Company and certain domestic subsidiaries of the Company, as guarantors, the lenders party thereto from time to time (collectively, the Lenders), Silver Point Finance, LLC (Silver Point), as administrative agent for the Lenders, collateral agent and as lead arranger, and Wells Fargo Foothill, LLC (Wells Fargo), as a lender and borrowing base agent for the Lenders.

Pursuant to the Sixth Amendment, section 5.13 of the Agreement was amended to extend the deadline date for Interest Rate Protection, as defined in the Agreement, to no later than December 31, 2008. In addition, the Sixth Amendment amended Schedule 1.1 (c) of the Agreement relating to the concentration of Certain Eligible Accounts, as defined in the Agreement, as a result of the merger of CSK Auto Corporation and O'Reilly Automotive, Inc.

The foregoing description of the Sixth Amendment does not purport to be complete and is qualified in its entirety by reference to the Sixth Amendment, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are attached to this Current Report on Form 8-K:

| Exhibit Number | Description |
|-------------------|--|
| 10.1 | Sixth Amendment to Credit Agreement dated August 25, 2008. |

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.

PROLIANCE INTERNATIONAL, INC.

Date: August 26, 2008

By: /s/ Arlen F. Henock

Name:

Arlen F. Henock

Title: Executive Vice President and Chief Financial Officer