

MAGNETEK, INC.  
Form SC 13G/A  
February 13, 2009

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
**Washington, D.C. 20549**

SCHEDULE 13G  
(Amendment No. 2)

Under the Securities Exchange Act of 1934

Magnetek, Inc.
_____
(Name of Issuer)
Common Stock
_____
(Title of Class of Securities)
559424106
_____
(CUSIP Number)
December 31, 2008
_____
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 559424106

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Ironwood Investment Management, LLC

(d). Title of Class Securities: Common Stock

(e). CUSIP Number: 559424106

Item 3. If this statement is filed pursuant to sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d)  Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (b). Percent of Class: 6.9%
- (c). Number of shares as to which such person has:
- (1) Sole power to vote or to direct the vote: 2,007,774
  - (2) Shared power to vote or to direct the vote: 0
  - (3) Sole power to dispose or to direct the disposition of: 2,150,844
  - (4) Shared power to dispose or to direct the disposition of: 0

Item 10.

Certification:

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Charles J. Daly, Chief Compliance Officer