

AZZ INC  
Form 8-K/A  
June 12, 2008

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, S.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): March 31, 2008

AZZ incorporated  
(Exact name of Registrant as specified in its charter)

TEXAS  
(State or Other Jurisdiction of  
Incorporation or Organization)

1-12777  
Commission File No.

75-0948250  
(I.R.S. Employer Identification Number)

University Centre 1, Suite 200  
1300 South University Drive  
Fort Worth, TX 76107  
(Address of principal executive  
offices, including zip code)

Registrant's Telephone (817) 810-0095  
Number, including Area  
Code:

None  
(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:

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

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- .. 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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The undersigned registrant hereby amends the following items, financial statements, exhibits or other portions of its Current Report on Form 8-K dated April 2, 2008.

Section 9- Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of business acquired. On March 31, 2008, AZZ incorporated (the "Company"), Arbor-Crowley, Inc., a wholly-owned subsidiary of the Company ("Subsidiary"), AAA Industries, Inc. ("AAA"), for itself and its wholly owned subsidiaries identified in the Purchase Agreement (as defined herein) (collectively, "Seller"), and Seller's shareholders identified in the Purchase Agreement entered into an Asset Purchase Agreement (the "Purchase Agreement") pursuant to which Subsidiary purchased substantially all of the assets of Seller. The Company intends to continue the operations of the assets purchased from Seller. The financial statements required to be filed by Item 9.01(a) of Form 8-K are filed herewith as Exhibit 99.2.

(b) Pro forma financial information. The pro forma financial information required to be filed by Item 9.01(b) of Form 8-K is filed herewith as Exhibit 99.3.

(d) Exhibits.

The following exhibits are filed with this Form 8-K.

23.1 Consents of Washington, Pittman & McKeever, LLC

99.2 Audited financial statements of AAA for the year ended December 31, 2007 with Report of Independent Auditors

99.3 Audited financial statements of AAA for the years ended December 31, 2006 and 2005 with Report of Independent Auditors

99.4 Unaudited Pro Forma Combined Condensed Balance Sheet of the Company and AAA as of February 29, 2008 and Unaudited Proforma Combined Condensed Statement of Income for the year ended February 29, 2008

FORWARD LOOKING STATEMENTS

Except for the statements of historical fact, this report may contain "forward-looking statements" that involve risks and uncertainties that are detailed from time to time in documents filed by the Company with the SEC. Those risks, uncertainties, and factors include, but are not limited to: change in demand, prices and raw material cost, including zinc which is used in the hot dip galvanizing process; changes in the economic conditions of the various markets the Company serves, foreign and domestic, acquisition opportunities, adequacy of financing, and availability of experienced management employees to implement the Company's growth strategy; and customer demand and response to products and services offered by the Company. The Company can give no assurance that such expectations will prove to be correct. We undertake no obligation to affirm publicly or revise any forward-looking statements, whether as a result of information, future events or otherwise.



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.

AZZ incorporated

DATE: 6/12/2008

By: /s/ Dana Perry  
Dana Perry  
Senior Vice President Finance  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
23.1	<u>Consents of Washington, Pittman &amp; McKeever, LLC</u>
99.2	<u>Audited financial statements of AAA for the years ended December 31, 2007</u> with Report of Independent Auditors
99.3	<u>Audited financial statements of AAA for the years ended December 31, 2006 and 2005</u> with Report of Independent Auditors
99.4	<u>Unaudited Pro Forma Combined Condensed Balance Sheet</u> of the Company and AAA as of February 29, 2008 and Unaudited Proforma Combined Condensed Statement of Income for the year ended February 29, 2008