

FreightCar America, Inc.
Form 3
April 05, 2005

FORM 3

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

OMB APPROVAL

OMB
Number: 3235-0104
Expires: January 31,
2005
Estimated average
burden hours per
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting
Person *

Â HEYER ANDREW R

(Last) (First) (Middle)

622 THIRD AVENUE,Â 35TH
FLOOR

(Street)

NEW YORK,Â NYÂ 10017

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

04/05/2005

3. Issuer Name **and** Ticker or Trading Symbol
FreightCar America, Inc. [RAIL]

4. Relationship of Reporting
Person(s) to Issuer

5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☒ 10% Owner
☐ Officer ☐ Other
(give title below) (specify below)

6. Individual or Joint/Group
Filing(Check Applicable Line)
☒ Form filed by One Reporting
Person
☐ Form filed by More than One
Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities
Beneficially Owned
(Instr. 4)

3.
Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)

4. Nature of Indirect Beneficial
Ownership
(Instr. 5)

Common Stock ⁽¹⁾	372,541	I	I ⁽²⁾
Common Stock	24,054	I	I ⁽³⁾
Common Stock	156,851	I	I ⁽⁴⁾
Common Stock	242,581	I	I ⁽⁵⁾
Common Stock	264,648	I	I ⁽⁶⁾
Common Stock	38,500	I	I ⁽⁷⁾
Common Stock	56,100	I	I ⁽⁸⁾
Common Stock	1,551,825	I	I ⁽⁹⁾
Series A Voting Preferred Stock	70	I	I ⁽⁷⁾
Series A Voting Preferred Stock	102	I	I ⁽⁸⁾
Series A Voting Preferred Stock	2,500	I	I ⁽⁹⁾

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Series B Voting Preferred Stock	677.349	I	I ⁽²⁾
Series B Voting Preferred Stock	43.734	I	I ⁽³⁾
Series B Voting Preferred Stock	285.183	I	I ⁽⁴⁾
Series B Voting Preferred Stock	441.056	I	I ⁽⁵⁾
Series B Voting Preferred Stock	481.178	I	I ⁽⁶⁾
Series B Voting Preferred Stock	321.5	I	I ⁽⁹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HEYER ANDREW R 622 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017	Â X	Â X	Â	Â

Signatures

/s/ John Papachristos, John Papachristos,
Attorney-In-Fact

04/05/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) See Remarks
- (2) Shares directly held by Trimaran Fund II, L.L.C.
- (3) Shares directly held by Trimaran Capital, L.L.C.
- (4) Shares directly held by Trimaran Parallel Fund II, L.P.

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- (5) Shares directly held by CIBC Employee Private Equity Fund (Trimaran) Partners
- (6) Shares directly held by CIBC Capital Corporation
- (7) Shares directly held by Trimaran Fund Management, L.L.C.
- (8) Shares directly held by Trimaran Advisors, L.L.C.
- (9) Shares directly held by Caravelle Investment Fund, L.L.C.

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Remarks:

(1)Â ThisÂ reportÂ isÂ filedÂ byÂ AndrewÂ R.Â Heyer,Â aÂ managingÂ memberÂ ofÂ (i)Â TrimaranÂ InvestmentsÂ II,Â aÂ managingÂ memberÂ ofÂ TrimaranÂ FundÂ II,Â L.L.C.,Â TrimaranÂ Capital,Â L.L.C.Â andÂ TrimaranÂ ParallelÂ FundÂ II,Â L.L.C.Â soleÂ powerÂ toÂ voteÂ andÂ disposeÂ ofÂ sharesÂ heldÂ byÂ CIBCÂ EmployeeÂ PrivateÂ EquityÂ FundÂ (Trimaran)Â Capital Corporation,Â (ii)Â TrimaranÂ Advisors,Â L.L.C.,Â theÂ investmentÂ advisorÂ toÂ CaravelleÂ InvestmentÂ Fund,Â L.L.C.Â FundÂ Management,Â L.L.C.Â TheÂ reportedÂ securitiesÂ areÂ directlyÂ ownedÂ byÂ TrimaranÂ FundÂ II,Â L.L.C.,Â TrimaranÂ ParallelÂ FundÂ II,Â L.L.C.,Â CIBCÂ EmployeeÂ PrivateÂ EquityÂ FundÂ (Trimaran)Â Partners,Â CIBCÂ Capital Corporation,Â Advisors,Â L.L.C.,Â TrimaranÂ FundÂ Management,Â L.L.C.Â andÂ CaravelleÂ InvestmentÂ Fund,Â L.L.C.Â TheÂ ReporterÂ disclaimsÂ beneficialÂ ownershipÂ ofÂ theÂ reportedÂ securitiesÂ exceptÂ toÂ theÂ extentÂ ofÂ hisÂ pecuniaryÂ interest

ExhibitÂ ListÂ

ExhibitÂ 24Â -Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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