

FreightCar America, Inc.  
Form 8-K  
September 28, 2007

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 28, 2007

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**FREIGHTCAR AMERICA, INC.**

(Exact name of Registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51237**  
(Commission File Number)

**25-1837219**  
(IRS Employer  
Identification Number)

**Two North Riverside Plaza, Suite 1250**

**Chicago, Illinois**  
(Address of principal executive offices)

**60606**  
(Zip Code)

**(800) 458-2235**

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

## Edgar Filing: FreightCar America, Inc. - Form 8-K

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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)
  - 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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**Section 5 Corporate Governance and Management**

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On September 28, 2007, the Board of Directors of FreightCar America, Inc. (the Company) approved an amendment and restatement (the Amendment) of the Second Amended and Restated By-laws of the Company to allow shares to be issued in uncertificated form. The Amendment became effective on September 28, 2007. The Amendment enables the Company to be eligible for participation in the Direct Registration System as required by NASDAQ Rule 4350. The Direct Registration System allows stockholders to hold shares without the issuance of physical certificates and allows shares to be transferred between a transfer agent and a broker electronically.

A copy of the Third Amended and Restated By-laws of the Company is attached as Exhibit 3.1 hereto and is incorporated by reference herein.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 3.1 Third Amended and Restated By-laws of FreightCar America, Inc.

**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 thereunto duly authorized.

**FreightCar America, Inc.**

Date: September 28, 2007

By: /s/ Kevin P. Bagby

Name: Kevin P. Bagby

Title: Vice President, Finance, Chief Financial Officer and Treasurer

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| Exhibit 3.1               | Third Amended and Restated By-laws of FreightCar America, Inc. |