

WOODWARD GOVERNOR CO  
Form 8-K/A  
November 03, 2008

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of Earliest Event Reported):

October 30, 2008

Woodward Governor Company

(Exact name of registrant as specified in its charter)

Delaware

0-8408

36-1984010

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 E. Drake Road, Fort Collins, Colorado

80525

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

970-482-5811

Not Applicable

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)
- 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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On October 30, 2008, Woodward Governor Company (the "Company") sold \$50,000,000 aggregate principal amount of additional senior notes to certain purchasers (the "Purchasers") in a private placement pursuant to the previously announced Note Purchase Agreement, dated as of October 1, 2008 (the "Note Purchase Agreement"), by and among the Company and the Purchasers. The senior notes are comprised of \$20,000,000 aggregate principal amount of Series B Senior Notes due October 1, 2013, \$10,000,000 aggregate principal amount of Series C Senior Notes due October 1, 2015 and \$20,000,000 aggregate principal amount of Series D Senior Notes due October 1, 2018, which generally bear interest at a rate of 5.63%, 5.92% and 6.39% per annum, respectively. A description of the terms and conditions of the senior notes and a copy of the Note Purchase Agreement, including the forms of senior notes, were previously filed with the Securities and Exchange Commission on October 7, 2008 in the Company's Current Report on Form 8-K and are incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

On October 30, 2008, the Company issued a press release announcing the completion of its planned private placement of an additional \$50 million in senior notes with five-, seven-, and ten-year maturities. A copy of the press release issued by the Company is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release, dated October 31, 2008, of Woodward Governor Company

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**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.

Woodward Governor Company

*October 31, 2008*

By: *A. Christopher Fawzy*

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*Name: A. Christopher Fawzy*

*Title: Vice President, General Counsel, and Corporate Secretary*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated October 31, 2008, of Woodward Governor Company