

PROLIANCE INTERNATIONAL, INC.
Form 8-K
May 12, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): May 7, 2009
PROLIANCE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)**

**Delaware
(State or Other Jurisdiction of
Incorporation)**

**1-13894
(Commission File Number)**

**34-1807383
(IRS Employer
Identification No.)**

**100 Gando Drive
New Haven, Connecticut
(Address of Principal Executive Offices)**

**06513
(Zip Code)**

Registrant's telephone number, including area code: 203-401-6450

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 (*see* General Instruction A.2. below):

- 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))

Item 1.01 Entry into a Material Definitive Agreement.

On May 12, 2009, Proliance International, Inc. (the Company) entered into the Thirtieth Amendment (the Thirtieth Amendment) of the Credit and Guaranty Agreement (as amended prior to May 12, 2009, the Agreement) by and among the Company and certain domestic subsidiaries of the Company, as guarantors, the lenders party thereto from time to time (collectively, the Lenders), Silver Point Finance, LLC (Silver Point), as administrative agent for the Lenders, collateral agent and as lead arranger, and Wells Fargo Foothill, LLC (Wells Fargo), as a lender and borrowing base agent for the Lenders.

Pursuant to the Thirtieth Amendment, and upon the terms and subject to the conditions thereof, the Waiver Reserve which was established in the amount of \$0, will be increased to \$7,250,000 on the earliest of (x) the occurrence of an Event of Default, other than any Prospective Event of Default, as defined in the Agreement, and (y) May 19, 2009. In addition, the Forbearance, granted in the Twenty Second Amendment, which was due to expire on May 15, 2009 was extended until May 19, 2009.

The foregoing description of the Thirtieth Amendment does not purport to be complete and is qualified in its entirety by reference to the Thirtieth Amendment, a copy of which is filed as Exhibit 10.1 hereto, and incorporated herein by reference.

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

Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference.

Item 8.01 Other Matters

(a) At a meeting held on May 7, 2009, the stockholders of Proliance International, Inc. (the Company) approved an amendment to the certificate of incorporation of the Company increasing the authorized common stock of the Company from 47,500,000 shares to 125,000,000 shares. Holders of over 66% of the Company s outstanding stock voted in favor of the amendment. A Certificate of Amendment of Amended and Restated Certificate of Incorporation effecting the increase in authorized common stock was filed with the Delaware Secretary of State on May 7, 2009. The foregoing description of the certificate of amendment to the Company s certificate of incorporation does not purport to be complete and is qualified in its entirety by reference to the Certificate of Amendment to Amended and Restated Certificate of Incorporation of the Company, a copy of which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is attached to this Current Report on Form 8-K:

3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Proliance International, Inc. dated May 7, 2009.

10.1 Thirtieth Amendment to Credit Agreement dated May 12, 2009.

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.

PROLIANCE INTERNATIONAL, INC.

Date: May 12, 2009

By: /s/ Arlen F. Henock
Arlen F. Henock
Executive Vice President and Chief
Financial Officer