

THOR INDUSTRIES INC
Form 8-K
August 16, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 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): August 12, 2011

Thor Industries, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-9235
(Commission
File Number)

93-0768752
(IRS Employer
Identification No.)

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419 West Pike Street,

Jackson Center, Ohio
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (937) 596-6849

45334-0629
(Zip Code)

N/A

(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))

Item 1.01 Entry into a Material Definitive Agreement.

Thor Industries, Inc. (the Company) entered into a Repurchase Agreement dated as of August 12, 2011 (the Repurchase Agreement), to purchase shares of its common stock from the Estate of Wade F. B. Thompson (the Estate) in a private transaction. Pursuant to the terms of the Repurchase Agreement, the Company agreed to purchase from the Estate 1,000,000 shares of its common stock at a price of \$20 per share, representing an aggregate purchase price of \$20,000,000. The Estate holds shares of common stock of the Company previously owned by the late Wade F. B. Thompson, the Company's co-founder and former Chief Executive Officer. Alan Siegel, a member of the board of directors of the Company (the Board), is a co-executor of the Estate. The repurchase transaction was evaluated and approved by members of the Board who are not affiliated with the Estate. The transaction was consummated on August 15, 2011. The Company used available cash to purchase the shares. The number of shares repurchased by the Company represented 1.8% of the Company's issued and outstanding common stock prior to the repurchase.

A copy of the Repurchase Agreement is attached hereto as Exhibit 10.1 and is incorporated herein by reference. A copy of the Company's press release, issued on August 15, 2011, is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit Number | Description |
|----------------|--|
| 10.1 | Repurchase Agreement, dated as of August 12, 2011, by and between the Company and the Estate |
| 99.1 | Copy of press release, dated August 15, 2011, issued by the Company |

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.

Thor Industries, Inc.

Date: August 16, 2011

By: /s/ George J. Lawrence

Name: George J. Lawrence

Title: Senior Vice President, General Counsel and

Corporate Secretary

EXHIBIT INDEX

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