

Edgar Filing: BORGWARNER INC - Form 8-K

BORGWARNER INC
Form 8-K
January 05, 2005

FORM 8-K

CURRENT REPORT

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

Date of Report: January 5, 2005
(Date of earliest event reported)

BORGWARNER INC.

(Exact name of registrant as specified in its charter)

Delaware

1-12162

13-3404508

(State of Incorporation) (Commission File No.) (IRS
Employer Identification No.)

5435 Corporate Drive, Suite 150
Troy, MI 48098

(Address of principal executive offices)

Registrant's telephone number, including area code:
(248) 373-5550

- 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 2.01 Completion of Acquisition or Disposition of
Assets.

On January 4, 2005, BorgWarner Germany GmbH
("BorgWarner Germany"), a wholly owned German
subsidiary of BorgWarner Inc. ("BorgWarner"), acquired
from CEP BE 00 Beteiligungs GmbH, Frau Ingelore
Ruprecht, Wolfram Birkel, Elsa Birkel, Annegret
Birkel, Christoph Birkel, Catharina Birkel,
Klosterfeld Beteiligungen GmbH + Co. KG and
Meier-Birkel GmbH & Co. KG an aggregate of 6,221,170
shares or 62.21% of the outstanding shares of common
stock of Beru AG, a German publicly-traded company
("Beru"), for Euro 59 per share (or an aggregate
purchase price of approximately Euro 367 million).
Such acquisition was made pursuant to the Sale and
Purchase Agreement dated October 30, 2004, a copy of
which was filed as Exhibit 2.1 to the Current Report

Edgar Filing: BORGWARNER INC - Form 8-K

on Form 8-K filed on November 4, 2004 and is incorporated herein by reference. The press release issued by BorgWarner on January 4, 2005 announcing the completion of the acquisition is filed herewith as Exhibit 99.1, and is incorporated herein in its entirety by reference.

Item 9.01 Financial Statements and Exhibits

[a] Financial Statements

Financial statements of the business acquired along with any required pro forma financial information will be filed by amendment to this Current Report on Form 8-K not later than 71 calendar days after the date of the filing of this current report.

[b] Pro Forma Financial Information

See Paragraph (a) above.

[c] Exhibits

99.1 Press Release dated January 4, 2005, announcing the completion of the acquisition of a majority stake in Beru.

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.

BORGWARNER INC.

By: /s/ Vincent M. Lichtenberger

Vincent M. Lichtenberger
Assistant Secretary

Dated: January 5, 2005