



Information to be Included in the Report

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Directors

On February 10, 2015, the Board of Directors of Modine Manufacturing Company (the “Company”) amended the Company’s Bylaws to increase the number of directors from eight to nine (as described below in Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year) and appointed David G. Bills as director. Mr. Bills was appointed to the class of directors with terms ending in 2016. His term commenced on February 10, 2015 and continues until his successor is duly elected or until his earlier death, resignation or removal. Mr. Bills is a member of the Corporate Governance and Nominating Committee.

A copy of the press release announcing Mr. Bills’ appointment is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

Amendments to Bylaws

On February 10, 2015, the Board of Directors of the Company adopted an amendment to the Company’s Bylaws to increase the number of directors from eight to nine.

Section 3.01 of the Company’s Bylaws is amended to read as follows:

3.01 General Powers: Number and Classification. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, its Board of Directors. The Articles of Incorporation provide that the Board of Directors shall consist of such number of members as these Bylaws may provide, but not less than seven. Until this Bylaw is amended to provide for a different number, the number of directors constituting the whole Board of Directors shall be nine. No decrease in the number of directors shall have the effect of shortening the term of an incumbent director.

As provided in the Articles of Incorporation, the Board of Directors shall be divided into three classes as nearly equal in number as possible, as determined by the Board of Directors. The term of office of a director shall be three years. The classes of directors shall be staggered so that each expires in succeeding years. At each annual meeting of stockholders, the number of directors equal to the number of the class whose terms expire at the time of such meeting shall be elected to hold office until the third succeeding annual meeting and until their successors shall have been elected.

The foregoing description of the Bylaws is qualified in its entirety by reference to the actual Bylaws, which are filed as Exhibit 3.1 to this Form 8-K and are hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Exhibit Description

3.1 Bylaws of Modine Manufacturing Company, as amended, effective February 10, 2015

99.1 Press Release dated February 10, 2015

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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.

Modine Manufacturing Company

By: /s/ Margaret C. Kelsey

Margaret C. Kelsey

Vice President, Legal and Corporate Communications

General Counsel & Secretary

Date: February 10, 2015

Exhibit Index

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