

Tower International, Inc.  
Form 8-K  
November 05, 2013

**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): October 31, 2013**

**TOWER INTERNATIONAL, INC.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**001-34903**  
**(Commission**

**27-3679414**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**17672 Laurel Park Drive North, Suite 400E, Livonia, Michigan**

**48152**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (248) 675-6000**

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 Agreement.**

On October 31, 2013, Tower International, Inc. (the Company) and Tower International Holdings, LLC, as the selling stockholder, entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. LLC (the Underwriter). Pursuant to the Underwriting Agreement, Tower International Holdings, LLC, an affiliate of Cerberus Capital Management, L.P., sold 3,000,000 shares of the Company's common stock to the Underwriter. Tower International Holdings, LLC also granted the Underwriter a 30-day option to purchase up to an additional 450,000 shares of common stock. The Company refers to this transaction as the Offering.

The Underwriting Agreement contains customary representations, warranties and agreements of the parties. The Company and Tower International Holdings, LLC have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriter may be required to make because of any of those liabilities.

The Company did not, and will not, receive any of the proceeds from the sale of shares in the Offering, which was made through the Company's effective shelf registration statement.

The Underwriter and its affiliates may in the future perform various financial advisory and investment banking services for the Company for which they will receive customary fees and reimbursement of expenses.

A copy of the Underwriting Agreement is contained in Exhibit 1.1 hereto, which exhibit is incorporated by reference into this Item 1.01. The above description is qualified in its entirety by reference to such exhibit.

A copy of the legal opinion and consent of Lowenstein Sandler LLP is attached as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

- |              |                                                                                                                                                   |
|--------------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 1.1  | Underwriting Agreement, dated as of October 31, 2013, among Tower International, Inc., Tower International Holdings, LLC and Morgan Stanley & Co. |
| Exhibit 5.1  | Opinion of Lowenstein Sandler LLP.                                                                                                                |
| Exhibit 23.1 | Consent of Lowenstein Sandler LLP (included in Exhibit 5.1).                                                                                      |

**SIGNATURE**

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.

**TOWER INTERNATIONAL, INC.**

By: /s/ Jeffrey Kersten  
Name: Jeffrey Kersten  
Title: Senior Vice President and Corporate  
Controller

November 4, 2013

**EXHIBIT INDEX**

- Exhibit 1.1 Underwriting Agreement, dated as of October 31, 2013, among Tower International, Inc., Tower International Holdings, LLC and Morgan Stanley & Co.
- Exhibit 5.1 Opinion of Lowenstein Sander LLP.
- Exhibit 23.1 Consent of Lowenstein Sandler LLP (included in Exhibit 5.1).