

Edgar Filing: TOWER AUTOMOTIVE INC - Form SC 13G

TOWER AUTOMOTIVE INC  
Form SC 13G  
February 14, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Tower Automotive, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

891707101

-----  
(CUSIP Number)

December 31, 2004

-----  
(Date of event which requires filing of this statement)

Check the appropriate box to designate the rule pursuant to which  
this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's  
initial filing on this form with respect to the subject class of securities,  
and for any subsequent amendment containing information which would alter the  
disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be  
deemed to be "filed" for the purpose of Section 18 of the Securities Exchange  
Act of 1934 ("Act") or otherwise subject to the liabilities of that section of  
the Act but shall be subject to all other provisions of the Act (however, see  
the notes).

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge International LLC - not applicable

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [ ]

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(3) SEC USE ONLY

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(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Cayman Islands, British West Indies

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NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

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BENEFICIALLY (6) SHARED VOTING POWER

OWNED BY 29 shares of Common Stock

EACH \$125,000,000 aggregate principal amount of 5.75%  
REPORTING Convertible Senior Debentures due 2024 (convertible  
PERSON WITH into 4,389,004 shares of Common Stock (conversion  
rate of 231.0002 shares per \$1,000 principal amount).  
See footnote 1 in Item 4.

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(7) SOLE DISPOSITIVE POWER  
0

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(8) SHARED DISPOSITIVE POWER

See Row 6 above.

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(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON

See Row 6 above.

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(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  
[ ]

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(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

Approximately 6.98%. (Based on 58,480,908 shares of  
Common Stock issued and outstanding as reported on the  
Issuer's latest 10Q filed on November 9, 2004, plus the  
Reporting Persons' shares of Common Stock issuable upon  
the conversion of the Debentures.)

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(12) TYPE OF REPORTING PERSON \*\*  
OO - Limited Liability Company

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\*\* SEE INSTRUCTIONS BEFORE FILLING OUT!

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

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Highbridge Capital Corporation - not applicable

(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) [ ]
		(b) [ ]
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Cayman Islands, British West Indies	
NUMBER OF SHARES	(5) SOLE VOTING POWER	0
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER	29 shares of Common Stock
EACH REPORTING PERSON WITH	(7) SOLE DISPOSITIVE POWER	\$125,000,000 aggregate principal amount of 5.75% Convertible Senior Debentures due 2024 (convertible into 4,389,004 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount). See footnote 1 in Item 4.
	(8) SHARED DISPOSITIVE POWER	See Row 6 above.
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	See Row 6 above.
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	Approximately 6.98%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)
(12)	TYPE OF REPORTING PERSON **	BD

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(1) NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Highbridge Capital Management, LLC - 20-1901985

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP \*\*  
(a) [ ]  
(b) [ ]

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF (5) SOLE VOTING POWER  
SHARES 0

BENEFICIALLY (6) SHARED VOTING POWER  
OWNED BY 29 shares of Common Stock

EACH \$125,000,000 aggregate principal amount of 5.75%  
REPORTING Convertible Senior Debentures due 2024 (convertible  
PERSON WITH into 4,389,004 shares of Common Stock (conversion  
rate of 231.0002 shares per \$1,000 principal amount).  
See footnote 1 in Item 4.

(7) SOLE DISPOSITIVE POWER  
0

(8) SHARED DISPOSITIVE POWER  
See Row 6 above.

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
See Row 6 above.

(10) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN SHARES \*\*  
[ ]

(11) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)  
Approximately 6.98%. (Based on 58,480,908 shares of  
Common Stock issued and outstanding as reported on the  
Issuer's latest 10Q filed on November 9, 2004, plus the  
Reporting Persons' shares of Common Stock issuable upon  
the conversion of the Debentures.)

(12) TYPE OF REPORTING PERSON \*\*  
OO - Limited Liability Company

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(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS	
	Glenn Dubin	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP **	(a) [ ] (b) [ ]
(3)	SEC USE ONLY	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
NUMBER OF SHARES	(5) SOLE VOTING POWER	0
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	(6) SHARED VOTING POWER	29 shares of Common Stock \$125,000,000 aggregate principal amount of 5.75% Convertible Senior Debentures due 2024 (convertible into 4,389,004 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount)). See footnote 1 in Item 4.
	(7) SOLE DISPOSITIVE POWER	0
	(8) SHARED DISPOSITIVE POWER	See Row 6 above.
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	See Row 6 above.
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES **	[ ]
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	Approximately 6.98%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)
(12)	TYPE OF REPORTING PERSON ** IN	

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<hr/>	
(1)	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  Henry Swieca
<hr/>	
(2)	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP ** <span style="float: right;">(a) [ ]</span> <span style="float: right;">(b) [ ]</span>
<hr/>	
(3)	SEC USE ONLY
<hr/>	
(4)	CITIZENSHIP OR PLACE OF ORGANIZATION  United States
<hr/>	
NUMBER OF SHARES	(5) SOLE VOTING POWER 0
<hr/>	
BENEFICIALLY OWNED BY	(6) SHARED VOTING POWER  29 shares of Common Stock
EACH REPORTING PERSON WITH	\$125,000,000 aggregate principal amount of 5.75% Convertible Senior Debentures due 2024 (convertible into 4,389,004 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount). See footnote 1 in Item 4.
<hr/>	
	(7) SOLE DISPOSITIVE POWER 0
<hr/>	
	(8) SHARED DISPOSITIVE POWER  See Row 6 above.
<hr/>	
(9)	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  See Row 6 above.
<hr/>	
(10)	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES ** <span style="float: right;">[ ]</span>
<hr/>	
(11)	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  Approximately 6.98%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)
<hr/>	
(12)	TYPE OF REPORTING PERSON ** IN

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Item 1.

(a) Name of Issuer

Tower Automotive Inc.

(b) Address of Issuer's Principal Executive Offices:

27175 Haggerty Road  
Novi, MI 48377

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

This Schedule 13G is being filed on behalf of each of the following persons (each, a "Reporting Person"):

Highbridge International LLC  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Corporation  
The Cayman Corporate Centre, 4th Floor  
27 Hospital Road  
George Town, Grand Cayman  
Cayman Islands, British West Indies  
Citizenship: Cayman Islands, British West Indies

Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: State of Delaware

Glenn Dubin  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

Henry Swieca  
c/o Highbridge Capital Management, LLC  
9 West 57th Street, 27th Floor  
New York, New York 10019  
Citizenship: United States

(d) Title of Class of Securities

Common Stock, par value \$.01 per share

(e) CUSIP Number

891707101

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Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:

- (a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e)  An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j)  Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

Item 4. Ownership

- (a) Amount Beneficially Owned

29 shares of Common Stock

\$125,000,000 aggregate principal amount of 5.75% Convertible Senior Debentures due 2024 (convertible into 4,389,004 shares of Common Stock (conversion rate of 231.0002 shares per \$1,000 principal amount)). /1/

- (b) Percent of Class

Approximately 6.98%. (Based on 58,480,908 shares of Common Stock issued and outstanding as reported on the Issuer's latest 10Q filed on November 9, 2004, plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures.)

- (c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote:

-0-

- (ii) Shared power to vote or to direct the vote

See item (a) above.



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(iii) Sole power to dispose or to direct the disposition of

-0-

(iv) Shared power to dispose or to direct the disposition of

See item (a) above.

/1/ Highbridge International LLC is a wholly owned subsidiary of Highbridge Capital Corporation. Highbridge Capital Management, LLC is the trading manager of Highbridge Capital Corporation. Highbridge Capital Management, LLC is exempt from registration as an investment adviser. Glenn Dubin is a Managing Partner of Highbridge Capital Management, LLC. Henry Swieca is a Managing Partner of Highbridge Capital Management, LLC. The persons at Highbridge Capital Management, LLC who actually exercise the power to dispose of and the power to vote the investments of Highbridge Capital Corporation are registered as registered representatives of Highbridge Capital Corporation, a registered broker/dealer. As of the date of this Schedule, the Debentures reported herein by the Reporting Persons may acquire in the future through the conversion of the \$125,000,000 aggregate principal amount of 5.75% Convertible Debentures due May 15, 2024 of the Issuer, which may be converted by the Reporting Persons at any time prior to and including May 15, 2024 (the "Maturity Date") into 4,389,004 shares of the Issuer's common stock (the Debentures are convertible into 231.0002 shares of common stock, per \$1,000 principal amount). Based on the Issuer's latest Form 10Q filed on November 9, 2004, there were 58,480,908 shares of Common Stock outstanding as of November 2, 2004. Therefore, with the issuer's outstanding shares of Common Stock plus the Reporting Persons' shares of Common Stock issuable upon the conversion of the Debentures, the Reporting Persons may be deemed to beneficially own 6.98% of the outstanding shares of common stock of the Issuer. The foregoing should not be construed in and of itself as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

Item 5. Ownership of Five Percent or Less of a Class

Not applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

See Item 2 above.

Item 8. Identification and Classification of Members of the Group

See Item 2 above.

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose

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of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information with respect to it set forth in this statement is true, complete, and correct.

Dated this 14th day of February, 2005

Highbridge International LLC

By: /s/ Howard Feitelberg  
-----  
Howard Feitelberg, Director

Highbridge Capital Corporation

By: /s/ Howard Feitelberg  
-----  
Howard Feitelberg, Controller

Highbridge Capital Management, LLC

By: /s/ Ronald S. Resnick  
-----  
Ronald S. Resnick, Managing Partner

/s/ Glenn Dubin  
-----  
Glenn Dubin

/s/ Henry Swieca  
-----  
Henry Swieca

Exhibit Index  
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Exhibit -----	Description -----
1	Joint Filing Agreement