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AMPCO PITTSBURGH CORP
Form 8-K
May 12, 2005

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 or earliest event reported) May 12, 2005

AMPCO-PITTSBURGH CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|---|
| Pennsylvania | 1-898 | 25-1117717 |
| (State or other jurisdiction of incorporation) | (Commission file number) | (I.R.S. Employer Identification Number) |

| | |
|--|------------|
| 600 Grant Street Pittsburgh, PA | 15219 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (412) 456-4400

(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 (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))

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Item 4.02(a) Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

Subsequent to the issuance of the Corporation's consolidated financial statements for the year ended December 31, 2004, the Corporation concluded:

- (1) based on supplemental guidance recently issued, that auction-rate securities do not meet the definition of cash equivalents and should therefore be classified as short-term marketable securities, and
- (2) its outstanding Industrial Revenue Bond debt should be classified as a current liability, despite principal not beginning to become due until 2020, since the bonds can be put back to the Corporation on short notice if, although considered remote by the Corporation, the bonds are unable to be remarketed and bondholders seek reimbursement from the letters of credit which serve as collateral for the bonds. Any payments under the letters of credit are required to be repaid by the Corporation immediately.

The effect of reclassifying its investments in auction-rate securities from cash and cash equivalents to short-term marketable securities and its Industrial Revenue Bond debt from a long-term liability to a current liability on the consolidated balance sheets as of December 31, 2004 and 2003 and the consolidated statements of cash flows for the years ended December 31, 2004 and 2003, is indicated below. The Corporation did not invest in auction-rate securities prior to 2003.

| | 2004 | | 2003 | |
|----------------------------------|------------------------------|----------------|------------------------------|----------------|
| | As Previously Reported | As Restated | As Previously Reported | As Restated |
| (in thousands) | | | | |
| Consolidated Balance Sheets | | | | |
| as of December 31, : | | | | |
| Cash and cash equivalents | \$36,795 | \$11,340 | \$35,739 | \$15,489 |
| Short-term marketable securities | - | 25,455 | - | 20,250 |
| Total current liabilities | 41,170 | 54,481 | 34,042 | 47,353 |
| Long-term debt obligations | 13,311 | - | 13,311 | - |

| | 2004 | | 2003 | |
|---|------------------------------|----------------|------------------------------|----------------|
| | As Previously Reported | As Restated | As Previously Reported | As Restated |
| (in thousands) | | | | |
| Consolidated Statements of | | | | |
| Cash Flows for the Year Ended: | | | | |
| Purchases of short-term marketable securities | \$ - | \$(48,635) | \$ - | \$(51,250) |

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| | | | | |
|--|---------|----------|--------|----------|
| Proceeds from the sale of short-term marketable securities | - | 43,430 | - | 31,000 |
| Net cash flow (used in) provided by investing activities | (5,111) | (10,316) | 6,863 | (13,387) |
| Net increase (decrease) in cash and cash equivalents | 1,056 | (4,149) | 7,950 | (12,300) |
| Cash and cash equivalents at beginning of period | 35,739 | 15,489 | 27,789 | 27,789 |
| Cash and cash equivalents at end of period | 36,795 | 11,340 | 35,739 | 15,489 |

Management, including the principal executive officer and the principal financial officer, of the Corporation have evaluated the implications of these changes on the Corporation's internal control over financial reporting and have concluded that a material weakness in the Corporation's internal control over financial reporting with respect to classification of the Industrial Revenue Bond debt (redeemable instruments that are subject to remarketing agreements) existed but has been since been remediated. The remedial actions taken included:

- Requiring all future debt agreements to be reviewed by the finance department for proper balance sheet classification.
- Improving understanding of relevant personnel of the requirements of EITF D-61, "Classification by the Issuer of Redeemable Instruments That Are Subject to Remarketing Agreements".

The Audit Committee of the Corporation's Board of Directors and management concluded on May 11, 2005, that the previously issued consolidated financial statements and related auditors' reports for the years ended December 31, 2004 and 2003 should not be relied upon because of the aforementioned errors in those consolidated financial statements. The Corporation intends to file an amendment on Form 10-K/A to its Annual Report to Shareholders on Form 10-K for the year ended December 31, 2004, as soon as practicable.

The Audit Committee of the Corporation's Board of Directors and management have discussed the matters disclosed in this Current Report on Form 8-K with the Corporation's independent registered public accounting firm, Deloitte & Touche, LLP.

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.

AMPCO-PITTSBURGH CORPORATION

Date: May 12, 2005

By: s/Marlist D. Johnson
Marlist D. Johnson

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Vice President, Controller,
Treasurer