

Edgar Filing: BORGWARNER INC - Form 8-K

BORGWARNER INC  
Form 8-K  
November 30, 2004

FORM 8-K

CURRENT REPORT

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

Date of Report: November 30, 2004

BORGWARNER INC.  
(Exact name of registrant as specified in its charter)

|                          |                       |                                      |
|--------------------------|-----------------------|--------------------------------------|
| Delaware                 | 1-12162               | 13-3404508                           |
| (State of Incorporation) | (Commission File No.) | (IRS Employer<br>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 1.01 Entry into a Material Definitive Agreement

In order to comply with German regulatory requirements in connection with the tender offer in Germany to acquire the remaining shares of approximately 37% (or approximately 3.7 million shares) of the outstanding stock of Beru AG, BorgWarner Inc. and BorgWarner Germany GmbH entered into a Euro 700,000,000 Senior Bridge Term Credit Facility, dated as of November 23, 2004 with Morgan Stanley Senior Funding, Inc. as syndication agent, administrative agent, lender and lead arranger. Morgan Stanley Senior Funding, Inc. is an affiliate of Morgan Stanley & Co. Incorporated which served as financial advisor to BorgWarner on the Beru transaction. The Senior Bridge Term Credit Facility contains customary terms and conditions for a bridge financing transaction.

Item 9.01. Financial Statements and Exhibits.

[c] Exhibits

Edgar Filing: BORGWARNER INC - Form 8-K

(10.1) Credit Agreement dated November 23, 2004  
among

BorgWarner Inc., and BorgWarner Germany GmbH,  
as Borrowers, The Lenders Party Hereto Morgan  
Stanley Senior Funding, Inc., as  
Administrative Agent and Syndication Agent,  
Euro 700,000,000 Senior Bridge Term Credit  
Facility, Morgan Stanley Senior Funding, Inc.,  
as lead Arranger and Book Runner

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.

/s/ Vincent M. Lichtenberger  
By:-----  
Vincent M. Lichtenberger  
Assistant Secretary

Dated: November 30, 2004