

MAGNETEK, INC.
Form 8-K
December 03, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): November 26, 2008

MAGNETEK, INC.

(Exact Name of Registrant as Specified in its Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-10233 | 95-3917584 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**N49 W13650 Campbell Drive
Menomonee Falls, WI**
(Address of Principal Executive Offices)

53051
(Zip Code)

(262) 783-3500

(Registrant's telephone number, including area code)

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N/A

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01
Transfer of Listing**

Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard;

Magnetek, Inc. (the Company or Magnetek) was notified by NYSE Regulation, Inc. on November 26, 2008 that the Company does not meet the continued listing standards of the New York Stock Exchange (NYSE). The notice indicates that the Company does not satisfy the NYSE continued listing standards specified under Section 802.01B of the NYSE Listed Company Manual because its total market capitalization is less than \$75 million over a 30 trading-day period and its stockholders' equity is less than \$75 million. In accordance with applicable NYSE rules and within 45 days after the date the notice was received, the Company intends to submit a business plan demonstrating how it intends to regain compliance with the continued listing standards within 18 months. In the event that the NYSE does not accept the Company's plan, Magnetek's common stock would be subject to suspension and delisting proceedings.

As required under the NYSE rules, the Company issued a press release on December 2, 2008 announcing that it had received the notice of noncompliance with the NYSE continued listing standards. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

Item 9.01 - Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Magnetek, Inc. Press Release dated December 2, 2008 |

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.

Dated: December 3, 2008

MAGNETEK, INC.

/s/ Marty J. Schwenner

By: Marty J. Schwenner
Vice President and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | Magnetek, Inc. Press Release dated December 2, 2008 |