

CHART INDUSTRIES INC
Form 8-K
October 31, 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

CHART INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|--|
| Delaware (State of other jurisdiction of incorporation or organization) | 001-11442 (Commission File Number) | 34-1712937 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|--|

| | |
|--|---------------------|
| One Infinity Corporate Centre Drive, Suite 300, Garfield Heights, Ohio (Address of principal executive offices) | 44125 (ZIP Code) |
|--|---------------------|

Registrant's telephone number, including area code: (440) 753-1490

NOT APPLICABLE
(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 2.02 Results of Operations and Financial Condition.

On October 31, 2013, Chart Industries, Inc. (the “Company”) issued a news release announcing the Company’s financial results for the third quarter ended September 30, 2013. A copy of the news release is furnished with this Current Report on Form 8-K as Exhibit 99.1. All information in the news release is furnished and shall not be deemed “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Exchange Act, or otherwise be subject to the liability of that Section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporated it by reference. The news release furnished with this Current Report on Form 8-K as Exhibit 99.1 includes an adjusted earnings per share amount that excludes certain expenses and costs associated with the AirSep acquisition that were recognized in the quarter, as well as the impact of Company’s Convertible Notes becoming eligible for conversion. Also included for purposes of period-to-period comparison is an adjusted earnings per share amount for the third quarter of 2012 which excludes certain acquisition related costs that were recognized in that quarter. These adjusted earnings per share measures are not recognized under generally accepted accounting principles (“GAAP”) and are referred to as “non-GAAP financial measures” in Regulation G under the Securities Act. The Company believes these adjusted earnings per share amounts are of interest to investors and facilitate useful period-to-period comparisons of the Company’s financial results, and this information is used by the Company in evaluating internal performance. The adjusted earnings per share amounts are reconciled to earnings per share in a table at the end of the news release.

Item 7.01 Regulation FD Disclosure.

On October 31, 2013, the Company announced that it has entered into an agreement with Wuxi City Zhongbo Heat Exchanger Co., Ltd., to acquire the company’s brazed aluminum heat exchanger (“BAHX”) business in China. The acquired operations will be managed by the Company’s Energy & Chemicals (“E&C”) group. A copy of the news release is furnished with this Current Report on Form 8-K as Exhibit 99.2.

On October 31, 2013, the Company announced that it has been awarded a contract to build and commission 20 retail liquefied natural gas (LNG) fueling stations across North America. A copy of this news release is furnished with this Current Report on Form 8-K as Exhibit 99.3.

All information in these news releases is furnished and shall not be deemed “filed” with the Securities and Exchange Commission for purposes of Section 18 of the Exchange Act, or otherwise be subject to the liability of that Section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporated it by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | Chart Industries, Inc. News Release, dated October 31, 2013, announcing the Company’s third quarter 2013 results. |
| 99.2 | Chart Industries, Inc. News Release, dated October 31, 2013, announcing an agreement to purchase the BAHX business of Wuxi City Zhongbo Heat Exchanger Co., Ltd. in China. |
| 99.3 | Chart Industries, Inc. News Release, dated October 31, 2013, announcing a contract for 20 retail LNG fueling stations. |

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.

Chart Industries, Inc.

Date: October 31, 2013

By: /s/ Michael F. Biehl
Michael F. Biehl
Executive Vice President, Chief Financial Officer and
Treasurer

EXHIBIT INDEX

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