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AMCAST INDUSTRIAL CORP
Form 8-K
August 13, 2004

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) August 2, 2004

AMCAST INDUSTRIAL CORPORATION
(Exact name of registrant as specified in its charter)

Ohio	1-9967	31-0258080
----- (State or other jurisdiction of Incorporation)	----- (Commission File Number)	----- (I.R.S. Employer Identification No.)
7887 Washington Village Drive, Dayton, Ohio		45459
----- (Address of principal executive offices)		----- (Zip Code)
Registrant's telephone number, including area code	(937) 291-7000	-----

Not Applicable

(Former name or former address, if changed since last report)

Item 2. Acquisition or Disposition of Assets

On August 2, 2004, Amcast Industrial Corporation ("Amcast" or the "Company") completed the sale of most of the assets of its Flow Control segment to a U.S. subsidiary of the Dutch group Aalberts Industries N.V. (Amsterdam: AALB). The sale of the Flow Control assets includes the businesses of Elkhart Plumbing (Elkhart, Indiana and Fayetteville, Arkansas), Elkhart Industrial (Geneva,

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Indiana), and Amcast Industrial Ltd. (Burlington, Ontario). Elkhart Plumbing produces and markets a complete line of wrought copper fittings and markets brass pipe fittings for use in residential, commercial, and industrial construction. Elkhart Industrial fabricates custom copper and aluminum tubular parts and cast and fabricated metal products for sale to original equipment manufacturers in the transportation, construction, air conditioning and refrigeration industries. Amcast Industrial Ltd. is the Canadian marketing channel for the Flow Control segment's manufacturing units. The Company received \$56.4 million for the assets sold, of which \$53.8 million was used to reduce the Company's outstanding debt.

There is no material relationship between the Purchaser and the Company or any affiliate, director, officer, or associate of the Company.

A copy of the Purchase Agreement is Exhibit 2.1 to this Report.

Item 7. Financial Statements and Exhibits.

(a) Inapplicable

(b) Pro forma Condensed Consolidated Financial Information (Unaudited)

- 1) Pro forma condensed consolidated balance sheet of the Company as of May 30, 2004
- 2) Pro forma condensed statements of consolidated operations for the nine-month period ended May 30, 2004, and the fiscal year ended August 31, 2003.

(c) Exhibits. The following exhibits are filed with this report

2 Plan of Acquisition, Reorganization, Arrangement, Liquidation or Succession.

2.1 Asset Purchase Agreement, dated July 8, 2004, by and among Aalberts Industries U.S. Holding Corp., Elkhart Products Corporation, and Elkhart Products, Ltd. and Amcast Industrial Corporation, Elkhart Products Corporation, and Amcast Industrial Ltd. As permitted by Item 601(b)(2) of Regulation S-K, the schedules attached to the above Asset Purchase Agreement are not being filed herewith. Amcast Industrial Corporation agrees to furnish a copy of the schedules to the Commission upon request.

2.2 Exhibits to Asset Purchase Agreement, dated July 8, 2004, by and among Aalberts Industries U.S. Holding Corp., Elkhart Products Corporation, and Elkhart Products, Ltd. and Amcast Industrial Corporation, Elkhart Products Corporation, and Amcast Industrial Ltd.

Amcast Industrial Corporation Pro Forma Condensed Consolidated Financial Information (Unaudited)

The following presents unaudited pro forma condensed financial information of the Company, as adjusted to give effect to the sale of most of the assets of its Flow Control segment (the "Divested Companies"). The financial information for Divested Companies has been derived from the financial statements of the

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Company. It is intended only for presentation of the Company's pro forma financial information. This data is presented for illustrative purposes only and is not necessarily indicative of the financial position or results of operations of the Company or Divested Companies had the sale actually been consummated as of such dates. This information is not indicative of the future financial position or results of operations of the Company or Divested Companies.

This report on Form 8-K includes "forward-looking statements" as that term is defined under the Private Securities Litigation Reform Act of 1995 which are subject to change based on various factors and uncertainties that may cause actual results to differ significantly from expectations. As such, all forward-looking statements should be analyzed with the understanding of their inherent uncertainty.

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Amcast Industrial Corporation
Pro Forma Condensed Consolidated Balance Sheet (Unaudited)
As of May 30, 2004
(\$ in thousands)

	Amcast Industrial Corporation Historical -----	Divested Companies Historical -----	Amcast Industrial Corporation Pro Forma -----
ASSETS			
Current Assets			
Cash and cash equivalents	\$ 7,550	\$ -	\$ 7,550
Accounts receivable	43,843	15,133	28,710
Inventories	19,426	8,199	11,227
Other current assets	5,548	521	5,027
	-----	-----	-----
Total current assets from continuing operations	76,367	23,853	52,514
Assets of discontinued operations	-	-	54,902
	-----	-----	-----
Total Current Assets	76,367	23,853	107,416
Property, Plant, and Equipment	359,968	98,499	261,469
Less accumulated depreciation	(233,864)	(67,469)	(166,395)
	-----	-----	-----
Net Property, Plant, and Equipment	126,104	31,030	95,074
Restricted Cash	6,000	-	6,000
Other Assets	12,418	19	9,311
	-----	-----	-----
Total Assets	\$ 220,889	\$ 54,902	\$ 217,801
	=====	=====	=====

LIABILITIES AND SHAREHOLDERS' EQUITY

Current Liabilities

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Current portion of long-term debt	\$ 1,456	\$ -	\$ 1,456
Accounts payable	26,557	6,442	20,115
Accrued expenses	21,766	4,343	17,423
	-----	-----	-----
Total current liabilities of continuing operations	49,779	10,785	38,994
Liabilities of discontinued operations	-	-	13,928
	-----	-----	-----
Total Current Liabilities	49,779	10,785	52,922
Long-Term Debt (less current portion)	171,208	-	171,208
Deferred Liabilities	39,996	3,143	33,765
	-----	-----	-----
	211,204	3,143	204,973
Shareholders' Equity			
Common stock	9,696	-	9,696
Capital in excess of stated value	72,933	-	72,933
Accum other comprehensive gains (losses)	(34,195)	-	(34,195)
Retained Earnings	(84,041)	40,974	(84,041)
Treasury Stock	(4,487)	-	(4,487)
	-----	-----	-----
Total Shareholders' Equity	(40,094)	40,974	(40,094)
	-----	-----	-----
Total Liabilities and Shareholders' Equity	\$ 220,889	\$ 54,902	\$ 217,801
	=====	=====	=====

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Amcast Industrial Corporation
Pro Forma Condensed Consolidated Statement Of Earnings (Unaudited)
For The Nine Months Ended May 30, 2004
(\$ in thousands, except per share amounts)

	Amcast Industrial Corporation Historical	Divested Companies Historical	Amcast Industrial Corporation Pro Forma
	-----	-----	-----
Net sales	\$ 318,747	\$ 88,742	\$ 230,005
Cost of sales	280,447	72,687	207,760
	-----	-----	-----
Gross Profit	38,300	16,055	22,245
Selling, general and administrative expenses	25,468	10,280	15,188
	-----	-----	-----
Operating Income	12,832	5,775	7,057
Other (income) expense	(32)	1	(33)
Interest expense	11,240	2,987	8,253

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Income (Loss) Before Income Taxes, Discontinued Operations, and Cumulative Effect of Accounting Change	1,624	2,787	(1,163)
Income taxes (benefit)	(40)	20	(60)
Income (Loss) From Continuing Operations	<u>\$ 1,664</u>	<u>\$ 2,767</u>	<u>\$ (1,103)</u>
Basic earnings (loss) per share - Continuing Operations			<u>\$ (0.12)</u>
Diluted earnings (loss) per share - Continuing Operations			<u>\$ (0.12)</u>
Average number of shares outstanding- Basic			<u>9,288</u>
Average number of shares outstanding- Diluted			<u>9,291</u>

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Amcast Industrial Corporation
Pro Forma Condensed Consolidated Statement Of Earnings (Unaudited)
For The Year Ended August 31, 2003
(\$ in thousands, except per share amounts)

	Amcast Industrial Corporation Historical	Divested Companies Historical	Amcast Industrial Corporation Pro Forma
Net sales	\$ 423,920	\$ 96,241	\$ 327,679
Cost of sales	<u>373,329</u>	<u>77,157</u>	<u>296,172</u>
Gross Profit	50,591	19,084	31,507
Selling, general and administrative expenses	<u>37,320</u>	<u>14,765</u>	<u>22,555</u>
Operating Income	13,271	4,319	8,952
Other (income) expense	(691)	20	(711)
Interest expense	<u>15,142</u>	<u>3,997</u>	<u>11,145</u>
Income (Loss) Before Income Taxes, Discontinued Operations,			

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and Cumulative Effect of Accounting Change	(1,180)	302	(1,482)
Income taxes (benefit)	(482)	180	(662)
	-----	-----	-----
Income (Loss) From Continuing Operations	\$ (698)	\$ 122	\$ (820)
	=====	=====	=====
Basic earnings (loss) per share - Continuing Operations			\$ (0.09)
			=====
Diluted earnings (loss) per share - Continuing Operations			\$ (0.09)
			=====
Average number of shares outstanding- Basic			8,948
			=====
Average number of shares outstanding- Diluted			8,948
			=====

Notes to Pro Forma Condensed Consolidated Financial Statements (Unaudited)

Variance of \$3,088 between total assets of Amcast Industrial Corporation Historical and Amcast Industrial Corporation Pro Forma balance sheets is due to the Divested Companies share of long-term deferred taxes. The Divested Companies share of Amcast's long-term deferred taxes are recorded in deferred liabilities on the Divested Companies balance sheet, however this amount is part of a total deferred tax asset, recorded in other assets, on the Amcast Industrial Corporation Historical balance sheet.

S I G N A T U R E S

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AMCAST INDUSTRIAL CORPORATION

Date: August 13, 2004

By: /s/ Francis J. Drew

Francis J. Drew
Vice President, Finance and
Chief Financial Officer