

MODINE MANUFACTURING CO  
Form SC 13D/A  
May 16, 2007

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under The Securities Exchange Act of 1934**

**(Amendment No. 1)\***

**MODINE MANUFACTURING COMPANY**

**(Name of Issuer)**

**Common Shares, \$0.625 Par Value**

**(Title of Class of Securities)**

**607828100**

**(CUSIP Number)**

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Los Angeles, CA 90071

(213) 680-6400

**(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)**

**May 9, 2007**

**(Date of Event which Requires Filing of this Statement)**

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. "

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 607828100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

**Shamrock Activist Value Fund, L.P. - 35-2239069**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Source of Funds (See Instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**Not Applicable**

6. Citizenship or Place of Organization

**Delaware**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

OWNED BY 8. Shared Voting Power

EACH

REPORTING **1,327,469 Common Shares\***

9. Sole Dispositive Power

PERSON

WITH

**0**  
10. Shared Dispositive Power

**1,327,469 Common Shares\***

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**1,327,469 Common Shares\***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) ..

13. Percent of Class Represented by Amount in Row (11)

**4.04%\***

14. Type of Reporting Person (See Instructions)

**PN**

**\* See Item 5 hereof.**

SCHEDULE 13D

CUSIP No. 607828100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

**Shamrock Activist Value Fund II, L.P. - 55-0908199**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Source of Funds (See Instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**Not Applicable**

6. Citizenship or Place of Organization

**Virginia**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

OWNED BY 8. Shared Voting Power

EACH

REPORTING **656,433 Common Shares\***  
9. Sole Dispositive Power

PERSON

WITH

**0**  
10. Shared Dispositive Power

**656,433 Common Shares\***

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**656,433 Common Shares\***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

**2.00%\***

14. Type of Reporting Person (See Instructions)

**PN**

**\* See Item 5 hereof.**

SCHEDULE 13D

CUSIP No. 607828100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

**Shamrock Activist Value Fund III, L.P. - 11-3768779**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Source of Funds (See Instructions)

**WC**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**Not Applicable**

6. Citizenship or Place of Organization

**Delaware**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

8. Shared Voting Power

OWNED BY

EACH

REPORTING **108,998 Common Shares\***

9. Sole Dispositive Power

PERSON

WITH

**0**  
10. Shared Dispositive Power

**108,998 Common Shares\***

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**108,998 Common Shares\***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

**0.33%\***

14. Type of Reporting Person (See Instructions)

**PN**

**\* See Item 5 hereof.**



SCHEDULE 13D

CUSIP No. 607828100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

**Shamrock Activist Value Fund GP, L.L.C. -37-1497874**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Source of Funds (See Instructions)

**Not Applicable**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**Not Applicable**

6. Citizenship or Place of Organization

**Delaware**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **0**

OWNED BY 8. Shared Voting Power

EACH

REPORTING **2,092,900 Common Shares\***

9. Sole Dispositive Power

PERSON

WITH

**0**  
10. Shared Dispositive Power

**2,092,900 Common Shares\***

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,092,900 Common Shares\***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

**6.37%\***

14. Type of Reporting Person (See Instructions)

**OO**

**\* See Item 5 hereof.**

SCHEDULE 13D

CUSIP No. 607828100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only).

**Shamrock Partners Activist Value Fund, L.L.C. - 87-0733755**

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a)  x

(b)  ..

3. SEC Use Only

4. Source of Funds (See Instructions)

**Not Applicable**

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

**Not Applicable**

6. Citizenship or Place of Organization

**Delaware**

NUMBER OF 7. Sole Voting Power

SHARES

BENEFICIALLY **2,092,900 Common Shares\***

OWNED BY 8. Shared Voting Power

EACH

REPORTING **0**  
9. Sole Dispositive Power

PERSON

WITH

**2,092,900 Common Shares\***  
10. Shared Dispositive Power

**0**

11. Aggregate Amount Beneficially Owned by Each Reporting Person

**2,092,900 Common Shares\***

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)

13. Percent of Class Represented by Amount in Row (11)

**6.37%\***

14. Type of Reporting Person (See Instructions)

**OO**

**\* See Item 5 hereof.**

**ITEM 1. Security and Issuer.**

This statement amends the Schedule 13D filed on November 8, 2006 (the Schedule 13D ), by Shamrock Activist Value Fund, L.P., a Delaware limited partnership ( SAVF ), Shamrock Activist Value Fund II, L.P., a Virginia limited partnership ( SAVF II ), Shamrock Activist Value Fund III, L.P., a Delaware limited partnership ( SAVF III and, together with SAVF and SAVF II, the Shamrock Activist Value Fund ), Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company (the General Partner ), and Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company ( Shamrock Partners and, collectively with SAVF, SAVF II, SAVF III and the General Partner, the Reporting Persons ) with respect to Common Shares, \$0.625 par value per share ( Common Shares ), of Modine Manufacturing Company, a Wisconsin corporation (the Company ). Capitalized terms used and not defined in this Amendment No. 1 shall have the meanings set forth in the Schedule 13D. Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported on the Schedule 13D.

1. ITEM 3 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

**ITEM 3. Source and Amount of Funds or Other Consideration.**

The total amount of funds used by SAVF to purchase the 333,139 Common Shares acquired by it after November 8, 2006 (the date of the filing of the Schedule 13D) was \$8,416,664 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF.

The total amount of funds used by SAVF II to purchase the 28,814 Common Shares acquired by it after November 8, 2006 (the date of the filing of the Schedule 13D) was \$772,336 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF II.

The total amount of funds used by SAVF III to purchase the 5,147 Common Shares acquired by it after November 8, 2006 (the date of the filing of the Schedule 13D) was \$137,962 (excluding brokerage commissions). All of such funds were derived from capital contributions to SAVF III.

2. ITEM 5 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

**ITEM 5. Interests in Securities of the Issuer.**

(a), (b) SAVF, SAVF II and SAVF III are controlled by the General Partner. As a result, each of SAVF, SAVF II and SAVF III may be deemed members of a group and may be deemed

to beneficially own for purposes of Section 13(d) the shares beneficially owned for such purposes by the other.

SAVF is the owner of 1,327,469 Common Shares, which represents approximately 4.04% of the issued and outstanding Common Shares. SAVF II is the owner of 656,433 Common Shares, which represents approximately 2.00% of the issued and outstanding Common Shares. SAVF III is the owner of 108,998 Common Shares, which represents approximately 0.33% of the issued and outstanding Common Shares. Accordingly, the Shamrock Activist Value Fund owns 2,092,900 Common Shares in the aggregate, which represents approximately 6.37% of the issued and outstanding Common Shares.

As the general partner of each of SAVF, SAVF II and SAVF III, the General Partner may be deemed to beneficially own the 2,092,900 Common Shares owned by the Shamrock Activist Value Fund, constituting approximately 6.37% of the issued and outstanding Common Shares. As the managing member of the General Partner, Shamrock Partners may be deemed to beneficially own the 2,092,900 Common Shares owned by Shamrock Activist Value Fund, constituting approximately 6.37% of the issued and outstanding Common Shares. Shamrock Partners has sole voting and dispositive power with respect to the 2,092,900 Common Shares owned by Shamrock Activist Value Fund by virtue of its authority to vote and dispose of such Common Shares. Finally, each of the controlling persons of Shamrock Partners may be deemed to beneficially own the 2,092,900 Common Shares owned by Shamrock Activist Value Fund, pursuant to Rule 13d-3 under the Act. Those controlling persons were identified in Item 2 of the Schedule 13D, as previously filed.

The percentage of ownership figures set forth above and in response to Items 5(a) and 5(b) assumes that 32,847,830 Common Shares were outstanding as of January 31, 2007, based on the information contained in the Company's Form 10-Q filed with the U.S. Securities and Exchange Commission on February 1, 2007.

(c) During the last 60 days, SAVF acquired Common Shares on such dates, in such amounts and at such per share prices (excluding brokerage fees) as indicated on the Schedule of Transactions attached hereto as Exhibit 3 and incorporated herein by reference. All such transactions were effected in the open market on the New York Stock Exchange. Neither SAVF II nor SAVF III has acquired Commons Shares during the last 60 days.

Except as set forth above, none of the Reporting Persons beneficially owns any Common Shares or has effected any transactions in Common Shares during the preceding 60 days.

(d) Not applicable.

(e) Not applicable.

3. ITEM 7 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

**ITEM 7. Material to be Filed as Exhibits.**

	<b>Document</b>
Exhibit 3	Schedule of Transactions
Exhibit 4	Joint Filing Agreement, dated November 8, 2006, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund II, L.P., Shamrock Activist Value Fund III, L.P., Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: May 15, 2007

SHAMROCK ACTIVIST VALUE FUND, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell

Title: Vice President

SHAMROCK ACTIVIST VALUE FUND II, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell

Title: Vice President

SHAMROCK ACTIVIST VALUE FUND III, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell

Title: Vice President



SHAMROCK ACTIVIST VALUE FUND GP, L.L.C.  
By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell

Title: Vice President

SHAMROCK PARTNERS ACTIVIST VALUE FUND,  
L.L.C.

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell

Title: Vice President

**Exhibit Index**

**Document**

Exhibit 3	Schedule of Transactions
Exhibit 4	Joint Filing Agreement, dated November 8, 2006 among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund II, L.P., Shamrock Activist Value Fund III, L.P., Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C.