

GREENBRIER COMPANIES INC

Form 8-K

February 09, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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) February 7, 2005

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**THE GREENBRIER COMPANIES, INC.**  
(Exact name of registrant as specified in its charter)

Commission File No. 1-13146

Delaware  
(State of Incorporation)

93-0816972  
(I.R.S. Employer Identification No.)

One Centerpointe Drive, Suite 200, Lake Oswego, OR  
(Address of principal executive offices)

97035  
(Zip Code)

(503) 684-7000  
(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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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 8.01 Other Events**

The Board of Directors of The Greenbrier Companies, Inc. (the Company ) amended the Rights Agreement between the Company and EquiServe Trust Company, N.A. dated July 13, 2004 (the Rights Agreement ), as amended on November 9, 2004, by adopting Amendment No. 2 attached hereto.

The Rights Agreement previously defined Alan James, the former Chairman of the Board, and William A. Furman, the Company's President, Chief Executive Officer and director, each to be a Grandfathered Stockholder for purposes of the Rights Agreement. In connection with Mr. James's death on January 28, 2005, the Board of Directors amended the Rights Agreement to include in the definition of Grandfathered Stockholder the respective estates of Messrs. James and Furman.

Attached as Exhibit 4.3 and incorporated by reference herein is a copy of Amendment No. 2 to the Rights Agreement.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits:

4.1 Rights Agreement dated as of July 13, 2004 between the Company and EquiServe Trust Company, N.A. incorporated herein by reference to the registration statement on Form 8-A filed by the Company with the Securities and Exchange Commission on September 16, 2004.

4.2 Amendment No. 1 to Rights Agreement dated as of July 13, 2004 between the Company and EquiServe Trust Company, N.A. incorporated herein by reference to the current report on Form 8-K filed by the Company with the Securities and Exchange Commission on November 15, 2004.

4.3 Amendment No. 2 to Rights Agreement dated as of July 13, 2004 between the Company and EquiServe Trust Company, N.A.

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**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 thereunto duly authorized.

**THE GREENBRIER COMPANIES, INC.**

Date: February 9, 2005

By: /s/ Larry G. Brady  
Larry G. Brady  
Senior Vice President and  
Chief Financial Officer

(Principal Financial and  
Accounting Officer)

;left:85">Tomasz Nadrowski

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**Disclaimer**

Except for the historical information contained herein, there are matters discussed in this news release that are forward-looking statements. Such statements are only predictions and actual events or results may differ materially. For a discussion of important factors including, but not limited to development of the Company's business, the economic outlook in the gold mining industry, expectations regarding gold prices and production, and other factors, which could cause actual results to differ materially from such forward-looking statements, refer to the Company's annual report on the Form 20-F for the year ended 31 December 2003 which was filed with the Securities and Exchange Commission on 19 March 2004.

News Release

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NGLO  
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**OLD**

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**SHANTI**

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**IMITED**

**CORPORATE AFFAIRS DEPARTMENT**

(formerly AngloGold Limited)

(Incorporated in the Republic of South Africa)

(Registration Number: 1944/017354/06)

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Floor, 11 Diagonal Street, Johannesburg 2001, South Africa

ISIN Number: ZAE000043485

Tel: (+27 11) 637-6385 or Fax: (+27 11) 637-6399/6400

Share Codes:

COSEC/CAD/AGA1.04

JSE:

ANG

NYSE:

AU

LSE:

AGD

ASX:

AGG

GSE:

AGA

Euronext Paris:

VA

Euronext Brussels:

ANG BB

Date 26 April 2004

**COMPLETION OF MERGER OF ANGLOGOLD LIMITED AND ASHANTI GOLDFIELDS  
COMPANY LIMITED**

On Friday, 23 April 2004, the High Court of Ghana confirmed the scheme of arrangement between Ashanti and its shareholders pursuant to which AngloGold will acquire the entire issued ordinary share capital of Ashanti. The confirmation of the High Court was lodged with the Registrar of Companies in Ghana on Monday, 26 April 2004, and the merger of the companies and the name change to **ANGLOGOLD ASHANTI LIMITED** became effective on Monday, 26 April 2004.

AngloGold securities will trade as **ANGLOGOLD ASHANTI** on the New York Stock Exchange on Monday, 26 April 2004, on the London Stock Exchange, the Australian Stock Exchange, on the Euronext in Paris and Brussels on Tuesday, 27 April 2004 and on the JSE Securities Exchange on Wednesday, 28 April 2004, following a public holiday in South Africa on 27 April 2004. In Ghana, **ANGLOGOLD ASHANTI** securities will be listed on the Ghana Stock Exchange on Tuesday 27 April 2004 and the first trading on the floor will commence on Wednesday, 28 April 2004.

AngloGold shareholders in possession of AngloGold share certificates need not take any action, since the share certificates reflecting the former name of the Company will still be good for delivery.

Ends

JSE Sponsor: UBS





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, thereunto duly authorized.

AngloGold Limited

Date: 26 APRIL 2004

By: /s/ C R B

ULL

Name: C R Bull

Title: Company Secretary