

FORD MOTOR CO
Form 8-K
March 04, 2009

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): March 4, 2009

FORD MOTOR COMPANY
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction
of Incorporation)

1-3950
(Commission File Number)

38-0549190
(I.R.S. Employer
Identification No.)

One American Road
Dearborn, Michigan 48126
(Address of Principal Executive Offices) (Zip Code)

(313) 322-3000
(Registrant's telephone number, including area code)

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))

Item 8.01. Other Events.

On March 4, 2009, Ford Motor Company (“Ford”) commenced an offer (the “Conversion Offer”) to pay a premium in cash to induce holders of any and all of its 4.25% Senior Convertible Notes due December 15, 2036 (the “Convertible Notes”) to convert their Convertible Notes into common stock. The Conversion Offer will expire at 9:00 a.m., New York City time, on April 3, 2009 (the “Expiration Date”), unless extended or earlier terminated by Ford. Tendered Convertible Notes may be withdrawn at any time prior to 9:00 a.m., New York City time, on the Expiration Date. The terms and conditions of the Conversion Offer are described in the offering circular and related letter of transmittal, each dated March 4, 2009. A copy of the Conversion Offer press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Concurrently with the Conversion Offer, Ford Motor Credit Company LLC (“Ford Motor Credit”) commenced an offer (the “Tender Offer”) to utilize up to \$1.3 billion in cash to purchase outstanding unsecured, non-convertible debt securities of Ford. The Tender Offer will expire at 9:00 a.m., New York City time, on the Expiration Date, unless extended by Ford Motor Credit. Tendered debt securities may not be withdrawn except in certain limited circumstances where withdrawal rights may be required by law (as determined by Ford Motor Credit). Also on March 4, 2009, Ford Motor Credit commenced a separate \$500 million cash tender offer to purchase Ford’s senior secured term loan debt (the “Senior Term Loan Debt Offer”). The terms and conditions of the Tender Offer are described in the offer to purchase and related letter of transmittal, each dated March 4, 2009. A copy of the press release announcing the Tender Offer and the Senior Term Loan Debt Offer is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 Press Release dated March 4, 2009 of Ford Motor Company

Exhibit 99.2 Press Release dated March 4, 2009 of Ford Motor Credit Company LLC

SIGNATURE

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.

FORD MOTOR COMPANY
(Registrant)

By: /s/ Louis J. Ghilardi
Name: Louis J. Ghilardi
Title: Assistant Secretary

Date: March 4, 2009

INDEX TO EXHIBITS

Exhibit Number	Exhibit
Exhibit 99.1	Press Release dated March 4, 2009 of Ford Motor Company
Exhibit 99.2	Press Release dated March 4, 2009 of Ford Motor Credit Company LLC
