

NOBLE INTERNATIONAL, LTD.  
Form 8-K  
July 16, 2008

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

Washington, DC 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) July 16, 2008**

**NOBLE INTERNATIONAL, LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-13581**  
(Commission File Number)

**38-3139487**  
(IRS Employer  
Identification No.)

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840 West Long Lake Road, Suite 601

Troy, Michigan  
(Address of principal executive offices)

48098  
(Zip Code)

Registrant's telephone number including area code: (248) 519-0700

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:

- ☐ 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 5.05 Amendments to the Registrants Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On July 16, 2008 the Board of Directors ( Board ) of Noble International, Ltd. (the Company ) adopted a new Conduct Policy on Business Ethics and Compliance with Laws ( Code of Ethics ) that applies to the Company s officers, directors and associates. The Board s adoption of the Code of Ethics replaces the Company s previous code of ethics policy. However, the adoption of the Code of Ethics did not result in any waivers, explicit or implicit, of any provision of the Company s previous code of ethics policy.

A copy of the Code of Ethics is attached to this Current Report on Form 8-K as Exhibit 14.1, and is incorporated by reference into this Item 5.05.

**Item 7.01 Regulation FD Disclosure**

On July 17, 2008, the Company will hold its 2008 Annual Meeting of Shareholders (the Annual Meeting ). At or upon conclusion of the Annual Meeting, Tom Saeli, the Company s Chief Executive Officer, intends to make a presentation to investors that will include certain financial and strategic matters of the Company (the Investor Presentation ). A copy of the intended Investor Presentation is included as Exhibit 99.1 to this Current Report on Form 8-K, which is incorporated herein by reference.

**Safe Harbor Statement:** *Certain statements in the Investor Presentation are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements include but are not limited to statements addressing operating performance, events or developments that we believe or expect to occur in the future, including those that discuss strategies, goals, outlook or other non-historical matters, or which relate to future sales or earnings expectations, cost savings, awarded sales, volume growth, earnings or a general belief in our expectations of future operating results, are forward-looking statements are made on the basis of management s assumptions and estimations when made and speak only as of the date thereof. As a result, there can be no guarantee or assurance that these assumptions and expectations will in fact occur. Words such as expects, anticipates, intends, plans, believes, seeks, estimates, may, would, or will or variations of such words and similar expressions may identify such forward-looking statements. The forward-looking statements are subject to risks and uncertainties that may cause actual results to materially differ from those contained in the statements. Some, but not all of the risks, include our ability to obtain future sales; our ability to successfully integrate acquisitions; changes in worldwide economic and political conditions, including adverse effects from terrorism or related hostilities including increased costs, reduced production or other factors; costs related to legal and administrative matters; our ability to realize cost savings expected to offset price concessions; inefficiencies related to production and product launches that are greater than anticipated; changes in technology and technological risks; increased fuel costs; work stoppages and strikes at our facilities and that of our customers; the presence of downturns in customer markets where the Company s goods and services are sold; financial and business downturns of our customers or vendors; and other factors, uncertainties, challenges, and risks detailed in Noble s public filings with the Securities and Exchange Commission. Given these risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results. Noble does not intend or undertake any obligation to update any forward-looking statements.*

The information contained in this Item 7.01 is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

**Item 8.01 Other Events.**

On July 16, 2008, the Company announced that its Board of Directors decided to suspend the payment of dividends on the Company's common stock, effective immediately. A copy of the press release announcing the dividend suspension is attached hereto as Exhibit 99.2 and incorporated herein by reference.

**Item 9.01. Financial Statement and Exhibits.**

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits. The following exhibits are being furnished herewith:

14.1 Noble International, Ltd. Conduct Policy on Business Ethics and Compliance with Laws.

99.1 Investor Presentation, July 17, 2008

99.2 Noble International, Ltd. Press Release dated July 16, 2008.

**SIGNATURE**

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 hereunto duly authorized.

NOBLE INTERNATIONAL, LTD.,  
a Delaware corporation  
(registrant)

July 16, 2008

By: /s/ Andrew J. Tavi  
Andrew J. Tavi  
Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

**No.      Description of Exhibit**

- |      |   |
|------|---|
| 14.1 | Noble International, Ltd. Conduct Policy on Business Ethics and Compliance with Laws. |
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| 99.2 | Noble International, Ltd. Press Release dated July 16, 2008                           |