

PROLIANCE INTERNATIONAL, INC.

Form 8-K

January 20, 2009

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**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): January 16, 2009
PROLIANCE INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in its Charter)**

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|---|--|---|
| Delaware (State or Other Jurisdiction of Incorporation) | 1-13894 (Commission File Number) | 34-1807383 (IRS Employer Identification No.) |
| 100 Gando Drive New Haven, Connecticut (Address of Principal Executive Offices) | | 06513 (Zip Code) |
| Registrant's telephone number, including area code: 203-401-6450 | | |

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 1.01 Entry into a Material Definitive Agreement.

On January 16, 2009, Proliance International, Inc. (the Company) entered into the Sixteenth Amendment (the Sixteenth Amendment) of the Credit and Guaranty Agreement (as amended prior to January 16, 2009, the Agreement) by and among the Company and certain domestic subsidiaries of the Company, as guarantors, the lenders party thereto from time to time (collectively, the Lenders), Silver Point Finance, LLC (Silver Point), as administrative agent for the Lenders, collateral agent and as lead arranger, and Wells Fargo Foothill, LLC (Wells Fargo), as a lender and borrowing base agent for the Lenders.

Pursuant to the Sixteenth Amendment, and upon the terms and subject to the conditions thereof, the reduction of the Southaven Insurance Proceeds Reserve from \$5,000,000 to \$2,500,000, contained in Section 2.23 of the Agreement, has been extended from January 20, 2009 to February 6, 2009. In addition, the requirement in Section 5.13 of the Agreement to have interest rate protection by January 31, 2009, was extended to February 27, 2009.

The foregoing description of the Sixteenth Amendment does not purport to be complete and is qualified in its entirety by reference to the Sixteenth Amendment, a copy of which is filed as Exhibit 10.1 hereto, and incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibit is attached to this Current Report on Form 8-K:

10.1 Sixteenth Amendment to Credit Agreement dated January 16, 2009.

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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 hereunto duly authorized.

PROLIANCE INTERNATIONAL, INC.

Date: January 20, 2009

By: /s/ Arlen F. Henock

Name: Arlen F. Henock

Title: Executive Vice President and Chief
Financial Officer