

FreightCar America, Inc.  
Form 8-K  
May 24, 2005

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 18, 2005**

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**FREIGHTCAR AMERICA, INC.**

(Exact name of Registrant as specified in its charter)

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

**000-51237**  
(Commission File Number)

**25-1837219**  
(IRS Employer  
Identification Number)

**Two North Riverside Plaza, Suite 1250**

**Chicago, Illinois**  
(Address of principal executive offices)

**60606**  
(Zip Code)

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(800) 458-2235

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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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:

- 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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**Section 2 Financial Information**

**Item 2.02. Results of Operations and Financial Condition**

On May 19, 2005, FreightCar America, Inc. (the Company) held a conference call to which members of the public were invited to discuss the Company's financial results for the quarter ended March 31, 2005. A copy of the transcript of such conference call is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information contained in Exhibit 99.1 is being furnished under Item 2.02 of Form 8-K and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

**Section 5 Corporate Governance and Management**

**Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On May 18, 2005, the Board of Directors of the Company approved amendments to the Company's Code of Business Conduct and Ethics (the Code). The amendments to the Code relate to the Company's policies regarding gifts and other benefits under Section E of Article IV - Conflict of Interest Policy of the Code.

A copy of the Code, as amended, is attached to this Current Report on Form 8-K as Exhibit 14.1. The Company has also posted the Code, as amended, on its website at [www.freightcaramerica.com](http://www.freightcaramerica.com).

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

Exhibit 14.1 FreightCar America, Inc. Code of Business Conduct and Ethics, effective May 18, 2005.

Exhibit 99.1 Transcript of Conference Call held on May 19, 2005 by FreightCar America, Inc.

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.

**FreightCar America, Inc.**

Date: May 24, 2005

By:           /s/ Kevin P. Bagby          

Name: Kevin P. Bagby  
Title: Vice President, Finance, Chief Financial Officer,

Treasurer and Secretary

**EXHIBIT INDEX**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description</u></b>   |
|----------------------------------|---|
| Exhibit 14.1                     | FreightCar America, Inc. Code of Business Conduct and Ethics, effective May 18, 2005. |
| Exhibit 99.1                     | Transcript of Conference Call held on May 19, 2005 by FreightCar America, Inc.        |