

ENPRO INDUSTRIES, INC  
Form 8-K  
March 21, 2014

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 17, 2014

ENPRO INDUSTRIES, INC.  
(Exact name of Registrant, as specified in its charter)

|   |                                       |   |
|---|---------------------------------------|---|
| North Carolina<br>(State or other jurisdiction<br>of incorporation) | 001-31225<br>(Commission file number) | 01-0573945<br>(I.R.S. Employer<br>Identification No.) |
|---|---------------------------------------|---|

5605 Carnegie Boulevard, Suite 500  
Charlotte, North Carolina 28209  
(Address of principal executive offices, including zip code)

704 731-1500  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or 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))
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Item 3.02 Unregistered Sales of Equity Securities.

On March 17, 2014, EnPro Industries, Inc. (the “Company”) entered into agreements with four of the existing holders of its 3.9375% Convertible Senior Debentures due 2015 (the “Convertible Notes”), pursuant to which such holders agreed to exchange approximately \$26.6 million in aggregate principal amount of the Convertible Notes for an aggregate of 803,240 shares of the Company’s common stock, par value \$.01 per share, plus cash payment of accrued and unpaid interest and fractional shares. The exchange transactions were completed on March 21, 2014. The issuance of the common stock of the Company in exchange for the Convertible Notes was made in reliance on the exemption from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 3(a)(9) thereof, as the exchange was made by the Company with its existing security holders exclusively in a series of privately negotiated transactions where no commission or other remuneration was paid or given directly or indirectly for soliciting the exchange.

This report on Form 8-K does not constitute an offer to exchange the Convertible Notes or other securities of the Company for shares of common stock or any other securities of the Company.

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.

Date: March 21, 2014

ENPRO INDUSTRIES, INC.

By: /s/ Robert S. McLean  
Robert S. McLean  
Vice President, General Counsel and Secretary