

BROADWIND ENERGY, INC.

FORM 8-K (Current report filing)

Filed 10/02/07 for the Period Ending 10/01/07

Address	3240 S. CENTRAL AVENUE CICERO, IL 60804
Telephone	708-780-4800
CIK	0001120370
Symbol	BWEN
SIC Code	3360 - Nonferrous Foundries (castings)
Industry	Misc. Capital Goods
Sector	Capital Goods
Fiscal Year	12/31

**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): **October 1, 2007**

Tower Tech Holdings Inc.

(Exact name of Registrant as Specified in its Charter)

Nevada

(State or Other Jurisdiction of Incorporation)

0-31313

(Commission File Number)

88-0409160

(IRS Employer
Identification No.)

**101 South 16th Street, P.O. Box 1957
Manitowoc, Wisconsin 54221-1957**

(Address of Principal Executive Offices and Zip Code)

(920) 684-5531

(Registrant's telephone number, including area code)

(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 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On October 1, 2007, the Board of Directors of Tower Tech Holdings Inc. (the “Company”) completed its acquisition of all of the outstanding stock of RBA, Inc., a Manitowoc, Wisconsin-based fabricator of components for energy-related industries (“RBA”). The acquisition was consummated pursuant to the previously announced agreement among the Company, RBA, and the stockholders of RBA dated September 13, 2007 (the “Stock Purchase Agreement”). The Company purchased all of the outstanding stock of RBA for \$5 million in cash. The Company used internal funds to finance the acquisition.

RBA was founded in 1985 by Raymond Brickner. Mr. Brickner, who is currently serving as a director of the Company and as the Company’s Chief Executive Officer, and Daniel P. Wergin, who currently serves as a director and officer of the Company, were stockholders of RBA at the time of the acquisition. Mr. Brickner’s wife, Debra Brickner, and Mr. Dan Wergin’s brother, Donald Wergin, were also stockholders of RBA. The RBA acquisition was approved by the Company’s sole disinterested director on August 20, 2007, based on his determination that the terms and conditions of the acquisition were fair to the Company and comparable to those that would be achieved in an arm’s length transaction.

The foregoing summary of the RBA acquisition does not purport to be complete and is qualified in its entirety by reference to the Stock Purchase Agreement, a copy of which was previously filed as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed September 17, 2007, and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements of businesses acquired.

Tower Tech Holdings Inc. will provide the financial statements of RBA, Inc. required by paragraph (a) of Item 9.01 of Form 8-K on a Form 8-K/A within 71 days of the date that this initial report on Form 8-K is required to be filed with the Securities and Exchange Commission.

- (b) Pro Forma Financial Information

Tower Tech Holdings Inc. will provide the pro forma information required by paragraph (b) of Item 9.01 of Form 8-K on a Form 8-K/A within 71 days of the date that this initial report on Form 8-K is required to be filed with the Securities and Exchange Commission.

- (c) Shell Company Transactions. None.

- (d) Exhibits:

Exhibit 2.1	Stock Purchase Agreement dated September 13, 2007 among the Company, RBA, Inc. and the stockholders of RBA, Inc. — incorporated by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed on September 17, 2007
Exhibit 99.1	Press release dated October 2, 2007

Date: October 2, 2007

TOWER TECH HOLDINGS INC.

By: /s/ Steven A. Huntington

Steven A. Huntington
Chief Financial Officer

EXHIBIT INDEX

Tower Tech Holdings Inc.
Form 8-K Current Report

Exhibit Number	Description
2.1	Stock Purchase Agreement dated September 13, 2007 among the Company, RBA, Inc. and the stockholders of RBA, Inc. — incorporated by reference to Exhibit 2.1 to the Company's Current Report on Form 8-K filed on September 17, 2007
99.1	Press release dated October 2, 2007

FOR IMMEDIATE RELEASE

TOWER TECH HOLDINGS INC.

101 South 16th Street, P.O. Box 1957
Manitowoc, WI 54221-1957
(920) 684-5531

For more information contact:
Steve Huntington, CFO

TOWER TECH HOLDINGS INC. ACQUIRES RBA, INC.

-Tower Tech Closes RBA Acquisition-

MANITOWOC, WI, October 2, 2007 — Tower Tech Holdings Inc. (TWRT) has closed the previously announced acquisition of RBA, Inc., a Manitowoc, Wisconsin-based fabricator of components for energy-related industries. Tower Tech purchased all of the outstanding stock of RBA for \$5 million. Tower Tech expects that the acquisition will expand its product portfolio for the wind turbine industry and increase its energy-related fabrication capabilities.

“We are very excited to have closed the acquisition of RBA. The acquisition will enable Tower Tech and RBA to take full advantage of the close proximity of their facilities, and will benefit both companies by allowing them to combine their operational resources,” stated Steve Huntington, Chief Financial Officer of Tower Tech. “We plan to utilize the equipment manufactured by RBA in our wind tower business and to expand RBA’s wind-related product line.”

About Tower Tech Holdings Inc.

Tower Tech Holdings, Inc (TWRT-OTC) is headquartered in Manitowoc, Wisconsin and is dedicated to the production of wind tower support structures for the wind turbine industry.

Forward Looking Statements

Certain statements found in this press release may constitute forward-looking statements as defined by Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are based on current expectations and include any statement that does not directly relate to a current or historical fact. Such statements are generally identifiable by the terminology used, such as “anticipate,” “believe,” “intend,” “expect,” “plan,” or other similar words. Our forward-looking statements in this release generally relate to: (i) anticipated synergies created by the acquisition; (ii) expected growth in our fabrication capabilities; and (iii)

our intent to expand RBA's product line. Although it is not possible to foresee all of the factors that may cause actual results to differ from our forward-looking statements, such factors include, among others, the following: (i) difficulties in integrating the merged businesses and our ability to successfully capitalize on the acquired business's strengths and product offerings; (ii) unforeseen costs or liabilities that may arise in connection with the acquisition; (iii) fluctuations in general economic conditions; and (iv) those risks described from time to time in our reports to the Securities and Exchange Commission (including our Annual Report on Form 10-KSB). Investors should not consider any list of such factors to be an exhaustive statement of all of the risks, uncertainties or potentially inaccurate assumptions that could cause our current expectations or beliefs to change. Shareholders and other readers should not place undue reliance on "forward-looking statements," as such statements speak only as of the date of this release. We undertake no obligation to update publicly or revise any forward-looking statements.

###
