

TENNANT CO
Form 8-K
July 06, 2006

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) July 5, 2006

TENNANT COMPANY

(Exact name of registrant as specified in its charter)

Minnesota
(State or other jurisdiction

of incorporation)

1-16191
(Commission File Number)

41-0572550
(IRS Employer

Identification No.)

701 North Lilac Drive, P.O. Box
1452

Minneapolis, Minnesota
(Address of principal executive offices)

55440
(Zip Code)

Registrant's telephone number, including area code **(763) 540-1200**

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03. Amendments to the Articles of Incorporation or Bylaws.

On July 5, 2006, the Company amended the Restated Articles of Incorporation of the Company, effective July 26, 2006, to increase the aggregate number of shares that the Company has authority to issue. The amount of shares authorized will increase from 31,000,000 to 61,000,000. The shares will be classified in two classes, consisting of 1,000,000 shares of Preferred Stock, par value \$0.02 per share, and 60,000,000 shares of Common Stock, par value \$0.375 per share. The increase in the number of shares of Common Stock will occur in connection with the two-for-one stock split of the Company's Common Stock effective July 26, 2006. A copy of the Company's Articles of Amendment of Restated Articles of Incorporation is filed with this Current Report as Exhibit 3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

The following is filed herewith:

(d) Exhibits

3.1 Articles of Amendment of Restated Articles of Incorporation dated July 5, 2006.

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.

TENNANT COMPANY

Date: July 6, 2006

/s/ Heidi M. Hoard
Heidi M. Hoard

Vice President, General Counsel and
Secretary

M1:1324227.04

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EXHIBIT INDEX

| <u>Exhibit</u> | <u>Description</u> | <u>Method of Filing</u> |
|----------------|--|-----------------------------|
| 3.1 | Articles of Amendment of Restated Articles of Incorporation dated July 5, 2006.... | Filed herewith |

