

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): June 1, 2007

ACTUANT CORPORATION
(Exact name of Registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

1-11288
(Commission File
Number)

39-0168610
(I.R.S. Employer
Identification No.)

13000 W. Silver Spring Drive
Butler, WI 53007

Mailing address: P.O. Box 3241, Milwaukee, Wisconsin 53201
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (414) 352-4160

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 June 1, 2007, Actuant Corporation (the "Company") entered into a Fourth Amendment to the Amended and Restated Credit Agreement (the "Fourth Amendment"), among the Company, the financial institutions party thereto and JPMorgan Chase Bank, National Association (successor by merger to Bank One, NA (Illinois)), as the administrative agent for the lenders referred to therein (the "Agent"). The Fourth Amendment amends and modifies the Amended and Restated Credit Agreement dated as of December 27, 2004 among the Company, the Agent and the lenders party thereto, to permit the incurrence of indebtedness by the Company under the proposed offering of \$250,000,000 of senior notes and to make certain related modifications.

Item 8.01 Other Events.

On June 1, 2007, Actuant Corporation issued a press release announcing its proposed offering of \$250,000,000 of senior notes. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release issued by Actuant Corporation on June 1, 2007 announcing its proposed offering of \$250,000,000 of senior notes.

SIGNATURE

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.

ACTUANT CORPORATION
(Registrant)

Date: June 5, 2007

By: /s/ Andrew G. Lampereur

Andrew G. Lampereur
Executive Vice President and
Chief Financial Officer



For Immediate Release

Contact:
Karen Bauer
Director, Investor Relations
262-373-7462

ACTUANT ANNOUNCES PLANNED ISSUANCE OF SENIOR NOTES

MILWAUKEE, WI, June 1, 2007 -- Actuant Corporation (NYSE:ATU) today announced that it intends to offer \$250 million in aggregate principal amount of senior notes due in 2017 in a private placement, subject to market and other conditions.

The Company expects the offering will be completed in June 2007. The issuance of the notes will be subject to customary closing conditions. The Company will use the net proceeds from the offering to refinance a portion of its senior credit facility and to pay certain transaction costs and expenses.

The senior notes have not been registered under the Securities Act of 1933, amended, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. Accordingly, the notes are being offered and sold only (a) to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) and (b) outside the United States, to non-U.S. persons in compliance with Regulation S under the Securities Act.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of the securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

About Actuant

Actuant, headquartered in Butler, Wisconsin, is a diversified industrial company with operations in more than 30 countries. The Actuant businesses are market leaders in highly engineered position and motion control systems and branded hydraulic and electrical tools and supplies. Since its creation through a spin-off in 2000, Actuant has grown its sales from \$482 million to over \$1.3 billion and its market capitalization from \$113 million to over \$1.3 billion. The Company employs a workforce of more than 6,700 worldwide. Actuant Corporation trades on the NYSE under the symbol ATU. For further information on Actuant and its business units, visit the Company's website at www.actuant.com.

Safe Harbor

This news release contains forward-looking statements concerning Actuant's proposed senior notes offering. The terms of, and Actuant's ability to complete, this transaction will depend upon prevailing market conditions and other factors. The forward-looking statements are subject to these and other risks and uncertainties that could cause actual results to differ materially from future results expressed or implied by such forward-looking statements.