

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): August 8, 2012

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
(IRS Employer
Identification No.)

N86 W12500 Westbrook Crossing
Menomonee Falls, Wisconsin 53051

Mailing address: P.O. Box 3241, Milwaukee, Wisconsin 53201

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (262) 293-1500

N/A
(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 (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 8.01 Other Events.

Compensation Recoupment Policy.

On August 8, 2012, the Board of Directors (the "Board") of Actuant Corporation (the "Company") adopted a compensation recoupment policy that is applicable to its executive officers. Under the terms of the compensation recoupment policy, in cases of a material quarterly or annual financial statement restatement where an executive officer's fraud or misconduct contributed to the restatement, the Board (or the Compensation Committee if delegated by the Board) may determine to recoup any bonuses or awards under the Company's short and long-term incentive compensation plans, including grants and awards under the Company's performance equity incentive plans, which were paid (or earned and deferred) or vested (including gains from the sale of vested shares) based upon the achievement of certain financial results to the extent that the amount of such compensation would have been lower if the financial results had been as restated and may seek to cancel equity awards (options, restricted shares, restricted stock units and performance units) where the financial results of the Company that were subsequently restated were considered in granting such awards.

A copy of the Company's compensation recoupment policy is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Anti-Hedging Policy.

On August 8, 2012, the Board adopted an amendment to the Company's insider trading policy to implement an anti-hedging policy that is applicable to its directors, officers, leadership team members and their family members. Under the terms of the anti-hedging policy, such persons are prohibited from engaging in short sales, hedging and non-monetized transactions, such as zero-cost collars, forward sales contracts or other similar instruments, with respect to the Company's stock.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	Actuant Corporation Executive Incentive Compensation Recoupment Policy.

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: August 21, 2012

ACTUANT CORPORATION

/s/ Andrew G. Lampereur

Name: Andrew G. Lampereur

Title: Executive Vice President and Chief
Financial Officer

ACTUANT CORPORATION
EXECUTIVE INCENTIVE COMPENSATION RECOUPMENT POLICY
(Adopted August 8, 2012)

INTRODUCTION

The Board of Directors (the "Board") of Actuant Corporation (the "Company") has determined that it is in the best interests of the Company to adopt a policy (the "Policy") providing for the Company's potential recoupment of certain incentive compensation paid to Covered Officers under certain circumstances. In cases of a material quarterly or annual financial statement restatement where a Covered Officer's fraud or misconduct has contributed to the restatement, the Board may determine to recoup Incentive Compensation which was paid (or earned and deferred) or vested (including gains from the sale of vested shares) based upon the achievement of certain financial results to the extent that the amount of such compensation would have been lower if the financial results had been as restated and may seek to cancel equity awards (options, restricted shares, restricted stock units and performance units) where the financial results of the Company were considered in granting such awards.

EFFECTIVE DATE

This Policy shall apply to all Incentive Compensation awarded on or after the adoption of this Policy.

DEFINITIONS

For purposes of this Policy, the following terms shall have the meanings set forth below:

"Covered Officers" shall mean current and former officers designated by the Board as officers for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

"Incentive Compensation" shall mean bonuses or awards under the Company's short and long-term incentive compensation plans, including grants and awards under the Company's performance equity incentive plans.

"Misconduct" shall mean a knowing violation of SEC or GAAP rules and regulations or Company policy. Determinations of Misconduct for purposes of this Policy shall be made by the Board in its sole and absolute discretion (or, if the Board has delegated such authority to the Compensation Committee, by the Compensation Committee in its sole and absolute discretion). The Board (or the Compensation Committee) shall not be bound by any determination by management that a Covered Officer has or has not met any particular standard of conduct under law or Company policy.

RECOUPMENT OF INCENTIVE COMPENSATION

In the event of a material restatement of quarterly or annual financial results filed with the SEC, other than as a result of a change in accounting principles or divestiture (a "Restatement") where a Covered Officer engaged in fraud or Misconduct that contributed to the need for the Restatement, the Board will review all Incentive Compensation paid (or, in the case of equity-based compensation, which vested) to such Covered Officer on the basis of having met or exceeded specific performance targets for performance periods during the restated period. To the extent permitted by applicable law, the Board will seek to recoup Incentive Compensation, in all appropriate cases (taking into account relevant factors), paid (or in the case of equity-based compensation, which vested) to any such Covered Officer on or after the Effective Date of this Policy, if and to the extent that the amount (or vesting) of Incentive Compensation that would have been paid (or, in the case of equity-based compensation, vested) to the Covered Officer had the financial results, as restated, been lower than the amount actually paid (or, in the case of equity-based compensation, vested). In the case of equity awards that vested based on the achievement of financial results that were subsequently reduced, the Board also may seek to recover gains from the sale or disposition of vested shares (including shares purchased upon the exercise of options that vested based on the achievement of financial results). In addition, the Board may to the extent it deems appropriate determine to cancel outstanding equity awards where the Board or the Compensation Committee took into account the financial performance of the Company in granting such awards and the financial results were subsequently reduced due to such a Restatement.

ACKNOWLEDGEMENT BY COVERED OFFICERS

The future award of Incentive Compensation to a Covered Officer will be conditioned upon such Covered Officer acknowledging and accepting this Policy.

BINDING EFFECT OF DETERMINATIONS BY BOARD; DELEGATION

The Board may delegate to the Compensation Committee any determinations to be made and actions to be taken by the Board under this Policy. Any determination made by the Board or the Compensation Committee under this Policy shall be final, binding and conclusive on all parties.

LIMITATION ON PERIOD FOR RECOUPMENT

The Board may only seek recoupment under Section IV of this Policy if the Restatement shall have occurred within 36 months of the filing with the SEC of the financial statements that have been restated and must make any such demand for recoupment within 12 months after Restatement.

SOURCES OF RECOUPMENT

The Board may seek recoupment from the Covered Officers from any and all of the following sources: prior incentive compensation payments; future payments of incentive compensation; cancellation of outstanding equity awards; future equity awards; direct repayment and deferred compensation.

SEVERABILITY

If any provision of this Policy or the application of any such provision to any Covered Officer shall be adjudicated to be invalid, illegal or unenforceable in any respect, such invalidity, illegality or unenforceability shall not affect any other provisions of this Policy, and the invalid, illegal or unenforceable provisions shall be deemed amended to the minimum extent necessary to render any such provision or application enforceable.

NO IMPAIRMENT OF OTHER REMEDIES

This Policy does not preclude the Company from taking any other action to enforce a Covered Officer's obligations to the Company, including termination of employment or institution of civil or criminal proceedings.

This Policy is in addition to the requirements of Section 304 of the Sarbanes-Oxley Act of 2002 that are applicable to the Company's Chief Executive Officer and Chief Financial Officer.

WAIVERS AND AMENDMENTS

This Policy maybe waived, amended, modified or rescinded at any time in the sole discretion of the Board.