

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 11, 2004

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.)
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6100 North Baker Road
Milwaukee, WI 53209

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

Item 5. Other Events and Regulation FD Disclosure.

On August 11, 2004, the Company announced the completion of the tender offer and consent solicitation relating to its 13% Senior Subordinated Notes due 2009. A copy of the press release announcing the completion of the tender offer and consent solicitation related to its 13% Senior Subordinated Notes due 2009 is attached as Exhibit 99.1 to this report on Form 8-K.

Item 7. Financial Statements and Exhibits.

(c) Exhibits:

99.1 Press release issued by Actuant Corporation on August 11, 2004 announcing the completion of the tender offer and consent solicitation related to its 13% Senior Subordinated Notes due 2009.

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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: August 11, 2004

By: /s/ Andrew G. Lampereur

Andrew G. Lampereur

Executive Vice President and
Chief Financial Officer

Actuant Announces Completion of Tender Offer and Consent Solicitation
Relating to Its 13% Senior Subordinated Notes Due 2009

MILWAUKEE--(BUSINESS WIRE)--Aug. 11, 2004--Actuant Corporation ("Actuant" or the "Company") announced today that it has completed its previously announced cash tender offer and consent solicitation for its 13% Senior Subordinated Notes due 2009 (CUSIP No. 00508WAB2, the "Notes"). The tender offer and consent solicitation expired at 5:00 p.m. New York City time, on August 10, 2004 (the "Expiration Time").

Actuant received valid tenders and consents from holders of \$27,974,000 aggregate principal amount of Notes representing approximately 95.7% of the outstanding principal amount, all of which have been accepted for payment by the Company. Accordingly, Actuant and the trustee under the indenture have executed and delivered a supplemental indenture containing the amendments described in the Offer to Purchase and Consent Solicitation Statement dated July 1, 2004, as supplemented and amended (the "Offer to Purchase").

Total consideration to be paid for each \$1,000 principal amount of Notes validly tendered on or before the Expiration time will be \$1,252.14, plus accrued interest up to, but not including, the payment date. The total consideration includes a consent payment of \$30 per \$1,000 principal amount of the Notes.

The cash tender offer and consent solicitation of the Notes will result in a net-of-tax special charge of approximately \$6.4 million (or approximately \$0.26 per diluted share) in the fourth quarter of fiscal 2004, representing the combination of the consideration paid above principal value for the Notes, costs paid for the early termination of interest rate swaps hedged against the Notes, transaction expenses, and the non-cash write-off of a portion of capitalized debt discount and issuance costs. The Company will report its operating results for the quarter ended August 31, 2004 on Thursday, September 30, 2004.

Goldman, Sachs & Co. acted as the exclusive Dealer Manager for the tender offer and consent solicitation.

Actuant (NYSE:ATU), headquartered in Milwaukee, Wisconsin, is a diversified industrial company with operations in over 20 countries. The Actuant businesses are market leaders in highly engineered position and motion control systems and branded hydraulic and electrical tools. Products are offered under such established brand names as Dresco, Enerpac, Gardner Bender, Kopp, Kwikke, Milwaukee Cylinder, Nielsen Sessions, Power-Packer, and Power Gear.

For further information on Actuant and its business units, visit the Company's website at www.actuant.com.

CONTACT: Actuant Corporation
Andrew Lampereur, 414-352-4160