

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**Form 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 28, 2011**

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**ACTUANT CORPORATION**

(Exact name of Registrant as specified in its charter)

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**Wisconsin**  
(State or other jurisdiction  
of incorporation)

**1-11288**  
(Commission  
File Number)

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

**13000 West 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**

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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 2.01. Completion of Acquisition or Disposition of Assets.**

On February 28, 2011, ATU Global Holdings C.V., a wholly owned subsidiary of Actuant Corporation completed the sale of 100% of the outstanding stock of Heinrich Kopp GmbH and subsidiaries and certain assets of Kopp Benelux B.V. (collectively the "European Electrical business") to Palero Capital GmbH. The total purchase price was €4.0 million (approximately \$5.5 million based on the exchange rate on the date of sale) and was paid in full at the closing of the transaction. The purchase price is subject to certain post-closing adjustments.

The results of the European Electrical business have previously been classified as discontinued operations and have been reported as such in the Company's historical financial statements included in its Form 10-K for the year ended August 31, 2010 and the Form 10-Q for the quarter ended November 30, 2010. The divestiture does not impact previously reported earnings from continuing operations. Accordingly only a pro forma balance sheet as of November 30, 2010 is included with this filing.

**Item 9.01 Financial Statements and Exhibits.**

(b) Pro forma Financial Information

Actuant Corporation Unaudited Pro Forma Balance Sheet is attached hereto as Exhibit 99.2.

(d) Exhibits

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|--------------|--|
| Exhibit 99.1 | Press Release of Actuant Corporation dated March 1, 2011 |
| Exhibit 99.2 | Actuant Corporation unaudited Pro Forma Balance Sheet    |

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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: March 4, 2011

By: /s/ Andrew G. Lampereur  
Andrew G. Lampereur  
Executive Vice President and Chief Financial Officer

**Actuant Completes Divestiture of European Electrical Business**

MILWAUKEE, Mar 01, 2011 (BUSINESS WIRE) —

Actuant Corporation (NYSE:ATU) today announced that it has completed the previously announced divestiture of the European Electrical business to Palero Capital for cash consideration of EUR 4 million.

In September 2010, Actuant announced plans to divest the European Electrical business which designs, manufactures and markets electrical sockets, switches and other tools and consumables predominately for the European Do-It-Yourself retail market. In conjunction with that announcement, the Company began reporting European Electrical as a discontinued operation and reclassified its historical financial results to remove European Electrical from continuing operations.

The completion of the divestiture will result in an after-tax charge of approximately \$10 million which will be recorded in discontinued operations in the second quarter of fiscal 2011. Actuant will release its second quarter fiscal 2011 financial results on March 17, 2011.

Robert W. Baird & Co. served as Actuant's advisor for the transaction.

**About Actuant**

Actuant Corporation is a diversified industrial company with operations in more than 30 countries. The Actuant businesses are leaders in a broad array of niche markets including branded hydraulic and electrical tools and supplies; specialized products and services for energy markets and highly engineered position and motion control systems. The Company was founded in 1910 and is headquartered in Butler, Wisconsin. Actuant trades on the NYSE under the symbol ATU. For further information on Actuant and its businesses, visit the Company's website at [www.actuant.com](http://www.actuant.com).

**Safe Harbor**

Certain of the above comments represent forward-looking statements made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. Management cautions that these statements are based on current estimates of future performance and are highly dependent upon a variety of factors, which could cause actual results to differ from these estimates. Actuant's results are also subject to general economic conditions, variation in demand from customers, the impact of geopolitical activity on the economy, continued market acceptance of the Company's new product introductions, the successful integration of acquisitions, restructuring, operating margin risk due to competitive pricing and operating efficiencies, supply chain risk, material and labor cost increases, foreign currency fluctuations and interest rate risk. See the Company's Form 10-K filed with the Securities and Exchange Commission for further information regarding risk factors. Actuant disclaims any obligation to publicly update or revise any forward-looking statements as a result of new information, future events or any other reason.

SOURCE: Actuant Corporation

Actuant Corporation  
Karen Bauer, Director, Investor Relations  
262-373-7462

Actuant Corporation  
Unaudited Pro Forma Balance Sheet

The following unaudited pro forma consolidated balance sheet has been prepared to reflect the February 28, 2011 sale of 100% of the outstanding stock of Heinrich Kopp GmbH and subsidiaries and certain assets of Kopp Benelux B.V. (collectively the "European Electrical business"), as described in Item 2.01 of the Current Report on Form 8-K filed with the Securities and Exchange Commission on March 4, 2011.

The Unaudited Pro Forma Consolidated Balance Sheet as of November 30, 2010 is based on Actuant Corporation's (Actuant's) historical balance sheet at that date, and gives effect to the disposition transaction as if it had occurred on November 30, 2010. Actuant's Consolidated Statement of Earnings for the years ended August 31, 2010, 2009 and 2008 and for the three months ended November 30, 2010, as included in its Form 10-K for the year ended August 31, 2010 and its Form 10-Q for the quarter ended November 30, 2010, respectively, present the results of operations of the European Electrical business as discontinued operations. Therefore, the divestiture does not impact previously reported earnings from continuing operations and pro forma statements of earnings have not been included in this Form 8-K.

The Unaudited Pro Forma Consolidated Balance Sheet includes specific assumptions and adjustments related to the sale of the European Electrical business. The adjustments are based upon presently available information and assumptions that management believes are reasonable under the circumstances as of the date of this filing. The Pro Forma Balance Sheet includes no assumptions regarding the use of proceeds, which are presented as additional cash and cash equivalents on the Unaudited Pro Forma Balance Sheet. Accordingly, the actual effect of the sale, due to this and other factors, including, but not limited to changes in foreign currency exchange rates and changes in balances of assets and liabilities of the European Electrical business, could differ significantly from the pro forma adjustments presented herein.

The Unaudited Pro Forma Consolidated Balance Sheet is presented for informational purposes only. It is not intended to represent or be indicative of the consolidated financial position that would have occurred had the sale been completed as of November 30, 2010, nor is it intended to be indicative of future results of operations or financial position. The Unaudited Pro Forma Consolidated Balance Sheet, including notes thereto, should be read in conjunction with the historical financial statements of the Company included in its Annual Report on Form 10-K for the year ended August 31, 2010 and the unaudited financial statements filed in its Quarterly Report on Form 10-Q for the three months ended November 30, 2010.

**Actuant Corporation**  
**Pro Forma Consolidated Balance Sheet**  
**November 30, 2010**  
**(Unaudited)**  
**(Dollars in thousands)**

	<u>As Reported</u>	<u>Pro Forma Adjustments</u>	<u>Pro Forma Adjusted</u>
<b>ASSETS</b>			
Current assets			
Cash and cash equivalents	\$ 44,210	\$ 3,710(a)	\$ 47,920
Accounts receivable, net	196,456	—	196,456
Inventories, net	156,153	—	156,153
Deferred income taxes	30,713	—	30,713
Prepaid expenses and other current assets	15,992	—	15,992
Current assets of discontinued operations	46,422	(46,422)(b)	—
Total current assets	489,946	(42,712)	447,234
Property, plant and equipment, net	107,441	—	107,441
Goodwill	708,868	—	708,868
Other intangible assets, net	332,798	—	332,798
Other long-term assets	10,091	—	10,091
Total assets	<u>\$1,649,144</u>	<u>\$ (42,712)</u>	<u>\$1,606,432</u>
<b>LIABILITIES AND SHAREHOLDERS' EQUITY</b>			
Current liabilities			
Trade accounts payable	\$ 131,283	\$ —	\$ 131,283
Accrued compensation and benefits	36,362	—	36,362
Income taxes payable	51,755	—	51,755
Other current liabilities	69,190	(4,513)(b)	64,677
Current liabilities of discontinued operations	38,733	(38,733)(b)	—
Total current liabilities	327,323	(43,246)	284,077
Long-term debt	367,339	—	367,339
Deferred income taxes	110,707	—	110,707
Pension and postretirement benefit accruals	27,678	—	27,678
Other long-term liabilities	32,355	9,595(c)	41,950
Shareholders' equity			
Capital stock	13,679	—	13,679
Additional paid-in capital	(166,773)	—	(166,773)
Accumulated other comprehensive loss	(57,436)	(3,686)(b)	(61,122)
Stock held in trust	(1,913)	—	(1,913)
Deferred compensation liability	1,913	—	1,913
Retained earnings	994,272	(5,375)(d)	988,897
Total shareholders' equity	783,742	(9,061)	774,681
Total liabilities and shareholders' equity	<u>\$1,649,144</u>	<u>\$ (42,712)</u>	<u>\$1,606,432</u>

See Notes to Pro Forma Consolidated Balance Sheet

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**ACTUANT CORPORATION**

Notes to the Unaudited Pro Forma Consolidated Balance Sheet

- (a) Represents estimated sale proceeds less certain transaction costs, based on the euro exchange rate of \$1.30 at November 30, 2010.
- (b) Reflects the elimination of the assets, liabilities and accumulated other comprehensive income amounts associated with the discontinued operations of the European Electrical business.
- (c) Represents a liability incurred in connection with the disposal transaction for future rental payments due under an operating lease of the divested European Electrical business.
- (d) Represents the recognition of a loss, based on the euro exchange rate of \$1.30 at November 30, 2010, which would have been realized upon the disposition of the European Electrical business had the transaction closed on November 30, 2010.