

Titan Machinery Inc.  
Form 8-K/A  
July 11, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K/A**

(Amendment No. 1)

**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 27, 2013**

**TITAN MACHINERY INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-33866**  
(Commission File Number)

**45-0357838**  
(IRS Employer  
Identification No.)

**644 East Beaton Drive, West Fargo ND 58078-2648**

(Address of Principal Executive Offices) (Zip Code)

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(701) 356-0130

(Registrant's telephone number, including area code)

**Not Applicable**

(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:

- 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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**Explanatory Note:**

This Amendment No. 1 to the Current Report on Form 8-K filed by Titan Machinery Inc. (the Company) with the Securities and Exchange Commission on July 2, 2013 is being filed to amend the item below to clarify that the Company did not consult with Deloitte & Touche LLP (Deloitte) during the interim period subsequent to the fiscal year ended January 31, 2013 and through the date of the Company's engagement of Deloitte.

**Item 4.01 Changes in Registrant's Certifying Accountant.**

Effective June 27, 2013, the Audit Committee of the Board of Directors of the Company approved the dismissal of Eide Bailly LLP (Eide Bailly) as the Company's independent registered public accounting firm, and engaged Deloitte as its independent registered public accounting firm, effective on the same day.

Eide Bailly's audit reports on the consolidated financial statements of the Company as of January 31, 2013 and 2012 and for each of the years in the three year period ended January 31, 2013 did not contain any adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope, or accounting principles.

During the fiscal years ended January 31, 2013 and 2012 and the subsequent interim period through June 27, 2013, there were: (i) no disagreements with Eide Bailly on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of Eide Bailly, would have caused Eide Bailly to make reference to the subject matter of the disagreement(s) in connection with its reports, and (ii) no reportable events as defined in Item 304(a)(1)(v) of Regulation S-K.

Eide Bailly was provided a copy of the above disclosures and has furnished the Company with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. A copy of the letter from Eide Bailly, dated July 11, 2013, is attached hereto as Exhibit 16.1.

During the fiscal years ended January 31, 2013 and 2012 and through the subsequent interim period ending on the date of the Company's engagement of Deloitte, the Company did not consult with Deloitte regarding either (i) the application of accounting principles to a specific completed or contemplated transaction, or the type of audit opinion that might be rendered on the Company's consolidated financial statements and neither a written report nor oral advice was provided to the Company that was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue or (ii) any matter that was either the subject of a disagreement as defined in (a)(1)(iv) of Item 304 of Regulation S-K or a reportable event as that term is defined in (a)(1)(v) of Item 304 of Regulation S-K.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired: None.

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(b) Pro Forma Financial Information: None.

(c) Shell Company Transactions: None.

(d) Exhibits:

16.1 Letter from Eide Bailly LLP regarding change in independent registered public accounting firm.

**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.

Dated: July 11, 2013

TITAN MACHINERY INC.

By /s/ Mark P. Kalvoda  
Mark P. Kalvoda  
Chief Financial Officer

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

**EXHIBIT INDEX**

**to**

**FORM 8-K**

**TITAN MACHINERY INC.**

Date of Report: June 27, 2013

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**Exhibit No.**

**ITEM**

16.1 Letter from Eide Bailly LLP regarding change in independent registered public accounting firm.