

MODINE MANUFACTURING CO  
Form SC 13D/A  
June 09, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13D**

**Under The Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**MODINE MANUFACTURING COMPANY**

**(Name of Issuer)**

**Common Shares, \$0.625 Par Value**

**(Title of Class of Securities)**

**607828100**

**(CUSIP Number)**

**David K. Robbins, Esq.**

**Bingham McCutchen LLP**

**355 South Grand Avenue, 44<sup>th</sup> Floor**

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Los Angeles, CA 90071

(213) 680-6400

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 5, 2008

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box " ".

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 ( Act ) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 607828100

1 NAMES OF REPORTING PERSONS.

**Shamrock Activist Value Fund, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**WC**

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **1,023,785 Common Shares\***  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
10 SHARED DISPOSITIVE POWER

**1,023,785 Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,023,785 Common Shares\***

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**3.17%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

\* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 607828100

1 NAMES OF REPORTING PERSONS.

**Shamrock Activist Value Fund II, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**WC**

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Virginia**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **505,501 Common Shares\***  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
10 SHARED DISPOSITIVE POWER

**505,501 Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**505,501 Common Shares\***

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**1.57%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

\* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 607828100

1 NAMES OF REPORTING PERSONS.

**Shamrock Activist Value Fund III, L.P.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**WC**

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **83,614 Common Shares\***  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
10 SHARED DISPOSITIVE POWER

**83,614 Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**83,614 Common Shares\***

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.26%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**PN**

\* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 607828100

1 NAMES OF REPORTING PERSONS.

**Shamrock Activist Value Fund GP, L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**Not Applicable**

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **0**

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **1,612,900 Common Shares\***  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

**0**  
10 SHARED DISPOSITIVE POWER

**1,612,900 Common Shares\***

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,612,900 Common Shares\***

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.00%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

\* See Item 5 hereof

SCHEDULE 13D

CUSIP No. 607828100

1 NAMES OF REPORTING PERSONS.

**Shamrock Partners Activist Value Fund, L.L.C.**

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)  x

(b)  ..

3 SEC USE ONLY

4 SOURCE OF FUNDS (SEE INSTRUCTIONS)

**Not Applicable**

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) ..

**Not Applicable**

6 CITIZENSHIP OR PLACE OF ORGANIZATION

**Delaware**

NUMBER OF 7 SOLE VOTING POWER

SHARES

BENEFICIALLY **1,612,900 Common Shares\***

OWNED BY 8 SHARED VOTING POWER

EACH

REPORTING **0**  
9 SOLE DISPOSITIVE POWER

PERSON

WITH

**1,612,900 Common Shares\***  
10 SHARED DISPOSITIVE POWER

**0**

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,612,900 Common Shares\***

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**5.00%\***

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

**OO**

\* See Item 5 hereof

## INTRODUCTION

This statement amends the Schedule 13D, dated November 8, 2006, as amended by Amendment No. 1, dated May 15, 2007, and Amendment No. 2, dated February 7, 2008 (as amended, the Amended Schedule 13D ), filed by Shamrock Activist Value Fund, L.P., a Delaware limited partnership ( SAVF ), Shamrock Activist Value Fund II, L.P., a Virginia limited partnership ( SAVF II ), Shamrock Activist Value Fund III, L.P., a Delaware limited partnership ( SAVF III and, together with SAVF and SAVF II, the Shamrock Activist Value Fund ), Shamrock Activist Value Fund GP, L.L.C., a Delaware limited liability company (the General Partner ), and Shamrock Partners Activist Value Fund, L.L.C., a Delaware limited liability company ( Shamrock Partners and, collectively with SAVF, SAVF II, SAVF III and the General Partner, the Reporting Persons ) with respect to the Common Shares, \$0.625 par value per share ( Common Shares ), of Modine Manufacturing Company, a Wisconsin corporation (the Company ). Capitalized terms used and not defined in this Amendment No. 3 shall have the meanings set forth in the Amended Schedule 13D. Except as specifically provided herein, this Amendment No. 3 does not modify any of the information previously reported on the Amended Schedule 13D.

1. ITEM 4 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

### **ITEM 4. Purpose of Transaction.**

Shamrock Activist Value Fund has disposed of an aggregate of 480,000 Common Shares on the dates and at the prices set forth on the Schedule of Transactions attached hereto as Exhibit 6 and incorporated by reference herein. All sales by Shamrock Activist Value Fund were made in the open market on the New York Stock Exchange. As a result of such dispositions, Shamrock Activist Value Fund now has beneficial ownership of 1,612,900 Common Shares, representing approximately 5.00% of the issued and outstanding Common Shares.

2. ITEM 5 OF THE AMENDED SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

### **ITEM 5. Interests in Securities of the Issuer.**

(a), (b) SAVF, SAVF II and SAVF III are controlled by the General Partner. As a result, each of SAVF, SAVF II and SAVF III may be deemed members of a group and may be deemed to beneficially own for purposes of Section 13(d) the shares beneficially owned for such purposes by the others.

SAVF is the owner of 1,023,785 Common Shares, which represents approximately 3.17% of the issued and outstanding Common Shares. SAVF II is the owner of 505,501 Common Shares, which represents approximately 1.57% of the issued and outstanding Common Shares. SAVF III is the owner of 83,614 Common Shares, which represents approximately 0.26% of the issued and outstanding Common Shares. Accordingly, the Shamrock Activist Value Fund owns 1,612,900 Common Shares, which represents approximately 5.00% of the issued and outstanding Common Shares.

As the general partner of each of SAVF, SAVF II and SAVF III, the General Partner may be deemed to beneficially own the 1,612,900 Common Shares owned by Shamrock Activist Value Fund, constituting approximately 5.00% of the issued and outstanding Common Shares. As the managing member of the General Partner, Shamrock Partners may be deemed to beneficially own the 1,612,900 Common Shares owned by Shamrock Activist Value Fund, constituting approximately 5.00% of the issued and outstanding Common Shares. Shamrock Partners has sole voting and dispositive power with respect to the 1,612,900 Common Shares owned by Shamrock Activist Value Fund by virtue of its authority to vote and dispose of such Common Shares. Finally, each of the controlling persons of Shamrock Partners may be deemed to beneficially own the 1,612,900 Common Shares owned by Shamrock Activist Value Fund, pursuant to Rule 13d-3 of the Act. Those controlling persons are identified in response to Item 2, as previously filed.

The percentage of ownership figures set forth in this response to Items 5(a) and 5(b) assumes that 32,262,884 Common Shares were outstanding as of June 5, 2008, based on the information contained in the Company's Form 10-K filed with the United States Securities and Exchange Commission on May 30, 2008.

(c) During the last 60 days, SAVF, SAVF II and SAVF III disposed of Common Shares on such dates, in such amounts and at such per share prices (excluding brokerage fees) as indicated on the Schedule of Transactions attached hereto as Exhibit 6 and incorporated herein by reference. All such transactions were effected in the open market on The New York Stock Exchange.

Except as set forth above, none of the Reporting Persons beneficially owns any Common Shares or has effected any transactions in Common Shares in the last 60 days.

(d) Not applicable.

(e) On June 6, 2008, SAVF, SAVF II and SAVF III ceased to be the beneficial owners of more than 5% of the issued and outstanding Common Shares of the Company. The reporting obligations of the Reporting Persons with respect to the Common Shares pursuant to Section 13(d) of the Exchange Act and the rules and regulations promulgated thereunder are therefore terminated.

3. ITEM 7 OF THE SCHEDULE 13D IS HEREBY AMENDED TO ADD THE FOLLOWING INFORMATION:

**ITEM 7. Material to be Filed as Exhibits.**

<b>Exhibit</b>	<b>Document</b>
Exhibit 6	Schedule of Transactions
Exhibit 7	Joint Filing Agreement, dated November 8, 2006, among Shamrock Activist Value Fund, L.P., Shamrock Activist Value Fund II, L.P., Shamrock Activist Value Fund III, L.P., Shamrock Activist Value Fund GP, L.L.C. and Shamrock Partners Activist Value Fund, L.L.C.

**SIGNATURES**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: June 6, 2008

SHAMROCK ACTIVIST VALUE FUND, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell

Name: Michael J. McConnell

Title: Vice President

SHAMROCK ACTIVIST VALUE FUND II, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell

Name: Michael J. McConnell

Title: Vice President

SHAMROCK ACTIVIST VALUE FUND III, L.P.

By: Shamrock Activist Value Fund GP, L.L.C., its  
general partner

By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell

Name: Michael J. McConnell

Title: Vice President

SHAMROCK ACTIVIST VALUE FUND GP, L.L.C.  
By: Shamrock Partners Activist Value Fund, L.L.C., its  
managing member

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell  
Title: Vice President

SHAMROCK PARTNERS ACTIVIST VALUE FUND,  
L.L.C.

By: /s/ Michael J. McConnell  
Name: Michael J. McConnell  
Title: Vice President

**Exhibit Index**

<b>Exhibit</b>	<b>Document</b>
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