

COOPER TIRE & RUBBER CO

Form 8-K

December 28, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): December 28, 2004

COOPER TIRE & RUBBER COMPANY

(Exact Name of Registrant as Specified in Charter)

Delaware

1-04329

34-4297750

(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

701 Lima Avenue, Findlay, OH

45840

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code:

(419) 423-1321

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 (*see* General Instruction A.2.):

- 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 December 23, 2004, Cooper Tire & Rubber Company (the Company) completed the sale of its automotive business, Cooper-Standard Automotive. An entity (the Buyer) formed by The Cypress Group LLC and Goldman Sachs Capital Partners purchased all of the outstanding stock of Cooper-Standard Automotive and its subsidiaries pursuant to a stock purchase agreement, dated September 16, 2004, as amended, among the Company, Cooper Tyre & Rubber Company UK Limited and Buyer. The purchase price paid to the Company by Buyer for Cooper-Standard Automotive was approximately \$1.172 billion in cash, subject to certain post-closing adjustments.

A copy of the press release issued by the Company is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information. The unaudited pro forma condensed consolidated financial statements of the Company are attached hereto as Exhibit 99.2.

(c) Exhibits

| Number | Exhibit |
|---------------|--|
| 99.1 | Press release, dated December 23, 2004 |
| 99.2 | Unaudited Pro Forma Condensed Consolidated Financial Statements of the Company |

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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.

COOPER TIRE & RUBBER COMPANY

By: /s/ Philip G. Weaver

Name: Philip G. Weaver

Title: Vice President and Chief Financial
Officer

Dated: December 28, 2004

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