

Altra Holdings, Inc.
Form 10-Q/A
May 16, 2008

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM 10-Q/A
Amendment No. 1**

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

For the quarterly period ended March 29, 2008

or

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

**For the transition period from _____ to _____
Commission file number 001-33209
ALTRA HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or
organization)

61-1478870
(I.R.S. Employer Identification No.)

14 Hayward Street, Quincy, Massachusetts
(Address of principal executive offices)

02171
(Zip code)

(617) 328-3300

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

As of May 1, 2008, 26,407,499 shares of Common Stock, \$.001 par value per share, were outstanding.

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EXPLANATORY NOTE

This Amendment No. 1 on Form 10-Q/A amends the Quarterly Report on Form 10-Q of Altra Holdings, Inc. (the Company) for the period ended March 29, 2008, as filed by the Company on May 7, 2008. This amendment to the Quarterly Report is being filed solely to amend the certifications appended as Exhibits 31.1 and 31.2. This amendment does not alter or affect any other part or any other information originally set forth in the Quarterly Report.

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description</u> |
|----------------------------------|---|
| 3.1(1) | Second Amended and Restated Certificate of Incorporation of the Registrant. |
| 3.2(1) | Amended and Restated Bylaws of the Registrant. |
| 31.1* | Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2* | Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32.1** | Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |
| 32.2** | Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. |

* Filed herewith.

** Furnished
herewith.

(1) Incorporated by
reference
Holdings, Inc. s
Registration
Statement on
Form S-1, as
amended, filed
with the
Securities and
Exchange
Commission on
December 4,
2006.

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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, thereunto duly authorized.

ALTRA HOLDINGS, INC.

May 16, 2008

By: /s/ Michael L. Hurt
Name: Michael L. Hurt
Title Chairman and Chief Executive Officer

May 16, 2008

By: /s/ Christian Storch
Name: Christian Storch
Title: Vice President and Chief Financial
Officer

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