

FreightCar America, Inc.
Form 4
April 13, 2005

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Trimaran Fund II, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
FreightCar America, Inc. [RAIL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
(Month/Day/Year)
04/11/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O TRIMARAN CAPITAL PARTNERS, 622 THIRD AVENUE, 35TH FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10017

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | | |
|---|--------------------------------------|--|--------------------------------|---|---|--|---|---|------------------|
| | | | Code | V | Amount (A) or (D) Price | | | | |
| Series A Preferred Stock ⁽¹⁾ | 04/11/2005 | | D | | 70 | D | \$ 516.3 0 | I | I ⁽²⁾ |
| Series A Preferred Stock | 04/11/2005 | | D | | 102 | D | \$ 516.3 0 | I | I ⁽³⁾ |
| Series A Preferred Stock | 04/11/2005 | | D | | 2,500 | D | \$ 997.87 0 | I | I ⁽⁴⁾ |
| Series B | 04/11/2005 | | D | | 677.349 | D | \$ 0 | I | I ⁽⁵⁾ |

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| | | | | | | | | |
|-------------------------------------|------------|---|---------|---|-----------|---------|---|--------------|
| Non-Voting Preferred Stock | | | | | 997.87 | | | |
| Series B Non-Voting Preferred Stock | 04/11/2005 | D | 43.734 | D | \$ 997.87 | 0 | I | I <u>(6)</u> |
| Series B Non-Voting Preferred Stock | 04/11/2005 | D | 285.183 | D | \$ 997.87 | 0 | I | I <u>(7)</u> |
| Series B Non-Voting Preferred Stock | 04/11/2005 | D | 441.056 | D | \$ 997.87 | 0 | I | I <u>(8)</u> |
| Series B Non-Voting Preferred Stock | 04/11/2005 | D | 481.178 | D | \$ 997.87 | 0 | I | I <u>(9)</u> |
| Series B Non-Voting Preferred Stock | 04/11/2005 | D | 321.5 | D | \$ 997.87 | 0 | I | I <u>(4)</u> |
| Common Stock | | | | | | 138,222 | I | I <u>(5)</u> |
| Common Stock | | | | | | 8,925 | I | I <u>(6)</u> |
| Common Stock | | | | | | 58,196 | I | I <u>(7)</u> |
| Common Stock | | | | | | 90,003 | I | I <u>(8)</u> |
| Common Stock | | | | | | 98,190 | I | I <u>(9)</u> |
| Common Stock | | | | | | 14,285 | I | I <u>(2)</u> |
| Common Stock | | | | | | 20,185 | I | I <u>(3)</u> |
| Common Stock | | | | | | 575,763 | I | I <u>(4)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Trimaran Fund II, L.L.C. C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | X | X | | |
| Trimaran Capital, L.L.C. C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | X | X | | |
| Trimaran Investments II, L.L.C. C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | X | X | | |
| CIBC Employee Private Equity Fund (Trimaran) Partners C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | X | X | | |
| CIBC Capital CORP C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR NEW YORK, NY 10017 | X | X | | |
| Trimaran Fund Management, L.L.C. C/O TRIMARAN CAPITAL PARTNERS 622 THIRD AVENUE, 35TH FLOOR | X | X | | |

NEW YORK, NY 10017

Trimaran Advisors, L.L.C.

C/O TRIMARAN CAPITAL PARTNERS

622 THIRD AVENUE, 35TH FLOOR

NEW YORK, NY 10017

X X

Caravelle Investment Fund, L.L.C.

C/O TRIMARAN CAPITAL PARTNERS

622 THIRD AVENUE, 35TH FLOOR

NEW YORK, NY 10017

X X

Signatures

/s/ John Papachristos, Name: John Papchristos, Title: Attorney-in-Fact TRIMARAN INVESTMENTS II, L.L.C.

04/13/2005

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Remarks Section
- (2) Shares directly held by Trimaran Fund Management, L.L.C.
- (3) Shares directly held by Trimaran Advisors, L.L.C.
- (4) Shares directly held by Caravelle Investment Fund, L.L.C.
- (5) Shares directly held by Trimaran Fund II, L.L.C.
- (6) Shares directly held by Trimaran Capital L.L.C.
- (7) Shares directly held by Trimaran Parallel Fund II, L.P.
- (8) Shares directly held by CIBC Employee Private Equity Fund (Trimaran) Partners
- (9) Shares directly held by CIBC Capital Corporation

Remarks:

Exhibit List

Exhibit 99 - Joint Filer Information

Footnote 1

This report is filed jointly by Trimaran Investments II, L.L.C. ("Trimaran II"), Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Corporation, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund, L.L.C. as members of a Section 13(d) "group." The reported securities are or were directly owned by Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund ("Trimaran) Partners, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C. and Caravelle Investment Fund, L.L.C. Trimaran II is the managing member of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C. and Trimaran Parallel Fund II, L.L.C., and has sole power to vote and dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Partners and CIBC Capital Corporation. Trimaran Advisors, L.L.C. and Trimaran Fund Management, L.L.C. are affiliated entities. Trimaran II may be deemed a director by deputization as a result of Jay R. Bloom, a managing member of Trimaran, II, and Mark D. Dalton, who is employed by Trimaran II, serving on FreightCar's board of directors. This is an exit filing for members of the group (other than Trimaran II) as a result of their beneficial ownership dropping below 10%. Trimaran II, however, will continue to file Section 16 filings since it may be deemed a director by deputization. The Reporting Persons on this Form 4 disclaim beneficial ownership of the reported

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securities except to the extent of their pecuniary interests therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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