

GREENBRIER COMPANIES INC

Form 8-K

March 30, 2011

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): March 30, 2011**

**THE GREENBRIER COMPANIES, INC.**

(Exact name of registrant as specified in its charter)

Commission File No. 1-13146

Oregon

(State or other jurisdiction of  
incorporation)

93-0816972

(I.R.S. Employer Identification No.)

One Centerpointe Drive, Suite 200, Lake Oswego, OR

(Address of principal executive offices)

97035

(Zip Code)

(503) 684-7000

(Registrant's telephone number, including area code)

Former name or former address, if changed since last report: N/A

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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SIGNATURE

EX-99.1

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**Item 7.01 Regulation FD Disclosure.**

On March 30, 2011, The Greenbrier Companies, Inc. ( Greenbrier ) issued a press release announcing a tender offer and consent solicitation for any and all of its 8 3/8% senior notes due 2015. Greenbrier is furnishing a copy of such press release as Exhibit 99.1 hereto, which is incorporated by reference herein.

Attached hereto as Exhibit 99.2 and incorporated by reference herein is certain information relating to Greenbrier which is being disclosed in connection with the offering of notes mentioned in Item 8.01 below.

The information in Item 7.01 hereof and Exhibits 99.1 and 99.2 hereto, is being furnished pursuant to such items, and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated by reference into those filings of Greenbrier that provide for the incorporation of all reports and documents filed by Greenbrier under the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information furnished pursuant to Item 7.01 shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

**Item 8.01 Other Events.**

On March 30, 2011, Greenbrier issued a press release announcing that it intends to offer in a private placement \$200 million in aggregate principal amount of senior convertible notes due 2018 solely to qualified institutional buyers, as defined under and in accordance with Rule 144A under the Securities Act of 1933, as amended. Greenbrier is filing a copy of such press release as Exhibit 99.3 hereto, which is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

| Exhibit | Description   |
|---------|---|
| 99.1    | Press release dated March 30, 2011, regarding tender offer and consent solicitation.          |
| 99.2    | Supplemental Regulation FD Disclosure of The Greenbrier Companies, Inc. dated March 30, 2011. |
| 99.3    | Press release dated March 30, 2011, regarding private offering of senior convertible notes.   |

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**SIGNATURE**

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.

**THE GREENBRIER COMPANIES, INC.**  
(Registrant)

Date: March 30, 2011

By: /s/ Martin R. Baker  
Martin R. Baker  
Senior Vice President,  
General Counsel and  
Chief Compliance Officer

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