

FreightCar America, Inc.  
Form 8-K  
May 20, 2008

**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): May 14, 2008**

**FREIGHTCAR AMERICA, INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-51237**  
(Commission File Number)

**25-1837219**  
(IRS Employer  
Identification Number)

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**Two North Riverside Plaza, Suite 1250**

**Chicago, Illinois**  
(Address of principal executive offices)

**60606**  
(Zip Code)

**(800) 458-2235**

(Registrant's telephone number, including area code)

N/A

(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:

- .. 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))

**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement**

On May 14, 2008, the stockholders of FreightCar America, Inc. (the Company) at the annual meeting of stockholders approved an amendment (the Amendment) to the FreightCar America, Inc. 2005 Long Term Incentive Plan (the Plan) that, among other things: (i) increases the number of shares authorized for issuance under the Plan from 659,616 to 1,659,616; (ii) adds additional performance measures that may be used in connection with awards designed to qualify for the performance-based compensation exception to the tax deductibility limitation of Section 162(m) of the Internal Revenue Code of 1986, as amended (the Code); and (iii) makes administrative and technical changes to various provisions of the Plan in order to maintain compliance with Section 162(m) and 409A of the Code. The Amendment was previously approved by the board of directors of the Company on March 28, 2008.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1 FreightCar America, Inc. 2005 Long Term Incentive Plan (Restated to incorporate all Amendments) (incorporated by reference to Appendix I to the Company's Proxy Statement for the annual meeting of stockholders held on May 14, 2008 filed with the SEC on April 8, 2008)

**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.

**FreightCar America, Inc.**

Date: May 20, 2008

By: /s/ Kevin P. Bagby

Name: Kevin P. Bagby

Title: Vice President, Finance, Chief Financial Officer, Treasurer and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
Exhibit 99.1	FreightCar America, Inc. 2005 Long Term Incentive Plan (Restated to incorporate all Amendments) (incorporated by reference to Appendix I to the Company's Proxy Statement for the annual meeting of stockholders held on May 14, 2008 filed with the SEC on April 8, 2008)