

CHAMPION ENTERPRISES INC  
Form 8-K  
February 10, 2010

**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): February 10, 2010 (February 8, 2010)**  
**Champion Enterprises, Inc.**

(Exact Name of Registrant as Specified in Its Charter)  
Michigan

(State or Other Jurisdiction of Incorporation)

1-9751

38-2743168

(Commission File Number)

(IRS Employer Identification No.)

755 W Big Beaver Rd, Suite 1000, Troy, Michigan

48084

(Address of Principal Executive Offices)

(Zip Code)

(248) 614-8200

(Registrant's Telephone Number, Including Area Code)

(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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 8, 2010, the Bankruptcy Court issued an Order (the Order ) approving an Asset Purchase Agreement (the Asset Purchase Agreement ) by and among Champion Enterprises Holdings, LLC and New Champion Homes, Inc. (collectively Purchasers ) and Champion Enterprises, Inc. and certain subsidiaries of Champion Enterprises, Inc. (collectively Sellers ). The Asset Purchase Agreement provides, among other things, for the sale of substantially all assets of Sellers. The foregoing description of the Asset Purchase Agreement is qualified in its entirety by reference to the full text of the agreement, which is filed as Exhibit 2.1 hereto and is incorporated herein by reference. The Order provides, among other things, for an auction process on March 1, 2010, and a final sales hearing on March 2, 2010. The foregoing description of the Order is qualified in its entirety by reference to the full text of the Order, which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit  
Number

- 2.1 Asset Purchase Agreement
  - 99.1 Order
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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.

CHAMPION ENTERPRISES, INC.

By: s/ Roger K. Scholten  
Roger K. Scholten  
Senior Vice President, General Counsel,  
and Secretary

Date: February 10, 2010