

EXIDE TECHNOLOGIES

Form 424B5

August 28, 2007

Table of Contents

The information in this preliminary prospectus supplement and the accompanying prospectus is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are part of an effective registration statement filed with the Securities and Exchange Commission. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities, and we are not soliciting offers to buy these securities in any jurisdiction where the offer or sale is not permitted.

**Filed pursuant to Rule 424(b)(5)
Registration No. 333-141725**

**Subject to Completion, Dated August 28, 2007
Preliminary Prospectus Supplement to Prospectus dated April 13, 2007**

**Subscription Rights to Purchase up to 14,000,000 Shares
of Common Stock at \$6.55 per Full Share**

We are distributing, at no charge, to holders of our common stock non-transferable subscription rights to purchase up to 14,000,000 shares of our common stock. You will receive one subscription right for each share of common stock owned at 5:00 p.m., New York City time, on August 30, 2007.

Each subscription right will entitle you to purchase 0.22851 shares of our common stock at a subscription price of \$6.55 per full share, which we refer to as the basic subscription privilege. The per share price was determined by our board of directors after negotiations with the parties to the standby purchase agreement described below and after a review of recent historical trading prices of our common stock and the closing sales price of our common stock on August 27, 2007. If you fully exercise your basic subscription privilege and other stockholders do not fully exercise their basic subscription privileges, you will be entitled to exercise an over-subscription privilege to purchase a portion of the unsubscribed shares of our common stock at the same subscription price of \$6.55 per full share. To the extent you properly exercise your over-subscription privilege for an amount of shares that exceeds the number of the unsubscribed shares available to you, any excess subscription payments received by the subscription agent will be returned, without interest, as soon as practicable.

The subscription rights will expire if they are not exercised by 5:00 p.m., New York City time, on September 28, 2007, unless we extend the rights offering period. If any subscription rights (including any over-subscriptions) remain unexercised after the expiration of the rights offering, two of our existing stockholders will be deemed to have exercised those subscription rights immediately prior to the expiration of the rights offering and, subject to certain conditions, will purchase at the subscription price of \$6.55 per full share the shares of our common stock issuable upon the exercise of those subscription rights that were not exercised by our other stockholders, pursuant to a standby purchase agreement entered into among these stockholders and us.

You should carefully consider whether to exercise your subscription rights prior to the expiration of the rights offering. All exercises of subscription rights are irrevocable. Our board of directors is making no recommendation regarding your exercise of the subscription rights. The subscription rights may not be sold, transferred or assigned and will not be listed for trading on The NASDAQ Global Market or any stock exchange or market or on the OTC Bulletin Board.

Our board of directors may cancel the rights offering at any time prior to the expiration of the rights offering for any reason. In the event the rights offering is cancelled, all subscription payments received by the subscription agent will be returned, without interest, as soon as practicable.

The shares of common stock are being offered directly by us without the services of an underwriter or selling agent.

Shares of our common stock are traded on The NASDAQ Global Market under the symbol XIDE. On August 27, 2007, the closing sales price for our common stock was \$7.02 per share. The shares of common stock issued in the rights offering will also be listed on The NASDAQ Global Market under the same symbol.

The exercise of your subscription rights for shares of our common stock involves risks. See Risk Factors beginning on page S-6 of this prospectus supplement, page 2 of the accompanying prospectus and the documents incorporated by reference herein to read about important factors you should consider before exercising your subscription rights.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus supplement or the accompanying prospectus. Any representation to the contrary is a criminal offense.

Prospectus Supplement dated August , 2007

Table of Contents

As permitted under the rules of the Securities and Exchange Commission, or the SEC, this prospectus supplement and the accompanying prospectus incorporate important business information about Exide Technologies that is contained in documents that we file with the SEC, but that are not included in or delivered with this prospectus supplement and the accompanying prospectus. You may obtain copies of these documents, without charge, from the website maintained by the SEC at www.sec.gov, as well as other sources. See **Where You Can Find Additional Information** in the accompanying prospectus.

You should rely only on the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement. We have not authorized anyone to provide you with different information from that contained in or incorporated by reference into this prospectus supplement or the accompanying prospectus. You should assume that the information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus is accurate only as of any date on the front cover of this prospectus supplement, the accompanying prospectus or the date of the document incorporated by reference, as applicable, regardless of the time of delivery of this prospectus supplement or the accompany prospectus or any exercise of the subscription rights. Our business, financial condition, results of operations and prospects may have changed since those dates. We are not making an offer of these securities in any state where the offer is not permitted.

TABLE OF CONTENTS**Prospectus Supplement**

	Page
<u>Questions and Answers Relating to the Rights Offering</u>	iii
<u>Prospectus Supplement Summary</u>	S-1
<u>Risk Factors</u>	S-6
<u>Use of Proceeds</u>	S-10
<u>Capitalization</u>	S-11
<u>The Rights Offering</u>	S-12
<u>U.S. Federal Income Tax Consequences</u>	S-25
<u>Market Information</u>	S-29
<u>Dividend History</u>	S-29
<u>Plan of Distribution</u>	S-29
<u>Legal Matters</u>	S-30
<u>Experts</u>	S-30
<u>Incorporation by Reference</u>	S-30

Table of Contents

Prospectus

<u>About this Prospectus</u>	1
<u>Risk Factors</u>	2
<u>Disclosure Regarding Forward-Looking Statements</u>	2
<u>Use of Proceeds</u>	3
<u>Ratio of Earnings to Fixed Charges</u>	3
<u>Description of Common Stock</u>	4
<u>Description of Preferred Stock</u>	6
<u>Description of Rights</u>	7
<u>Description of Warrants</u>	8
<u>Description of Depositary Shares</u>	9
<u>Description of Purchase Contracts</u>	9
<u>Description of Units</u>	10
<u>Description of Debt Securities</u>	10
<u>Plan of Distribution</u>	19
<u>Certain Legal Matters</u>	23
<u>Experts</u>	23
<u>Incorporation by Reference</u>	23
<u>Where You Can Find Additional Information</u>	24

Table of Contents

QUESTIONS AND ANSWERS RELATING TO THE RIGHTS OFFERING

What is the rights offering?

We are distributing, at no charge, to holders of our common stock non-transferable subscription rights to purchase shares of our common stock. You will receive one subscription right for each share of common stock you owned as of 5:00 p.m., New York City time, on August 30, 2007, the record date. The subscription rights will be evidenced by rights certificates. Each subscription right will entitle the holder to a basic subscription privilege and an over-subscription privilege.

What is the basic subscription privilege?

The basic subscription privilege of each subscription right gives our stockholders the opportunity to purchase 0.22851 shares of our common stock at a subscription price of \$6.55 per full share. We have granted to you, as a stockholder of record as of 5:00 p.m., New York City time, on the record date, one subscription right for each share of our common stock you owned at that time. For example, if you owned 100 shares of our common stock as of 5:00 p.m., New York City time, on the record date, you would receive 100 subscription rights and would have the right to purchase 22.851 shares of common stock (rounded down to 22 shares, with the total subscription payment being adjusted accordingly, as discussed below) for \$6.55 per full share with your basic subscription privilege. You may exercise the basic subscription privilege of any number of your subscription rights, or you may choose not to exercise any subscription rights.

If you hold your shares in the name of a broker, custodian bank, dealer or other nominee who uses the services of the Depository Trust Company, or DTC, DTC will issue one subscription right to the nominee for each share of our common stock you own at the record date. The basic subscription privilege of each subscription right can then be used to purchase 0.22851 shares of common stock for \$6.55 per full share. As in the example above, if you owned 100 shares of our common stock on the record date, you would receive 100 subscription rights and would have the right to purchase 22.851 shares of common stock (rounded down to 22 shares, with the total subscription payment being adjusted accordingly, as discussed below) for \$6.55 per full share with your basic subscription privilege.

Fractional shares of our common stock resulting from the exercise of the basic subscription privilege will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. Any excess subscription payments received by the subscription agent will be returned, without interest, as soon as practicable.

What is the over-subscription privilege?

In the event that you purchase all of the shares of common stock available to you pursuant to your basic subscription privilege, you may also choose to purchase a portion of any shares of our common stock that are not purchased by our stockholders through the exercise of their basic subscription privileges. The maximum number of shares of our common stock that could be purchased by you pursuant to your over-subscription privilege will be determined according to the following formula based in part on your percentage ownership of our outstanding common stock as of 5:00 p.m., New York City time, on the record date: (total number of unsubscribed shares *multiplied by* your ownership percentage of our outstanding common stock at the record date *divided by* two). For example, if you owned 2% of our outstanding common stock on the record date and you properly exercised your basic subscription privilege in full, you may purchase up to 1% of the unsubscribed shares with your over-subscription privilege.

In order to properly exercise your over-subscription privilege, you must deliver the subscription payment related to your over-subscription privilege prior to the expiration of the rights offering. Because we will not know the total number of unsubscribed shares prior to the expiration of the rights offering, if you wish to maximize the number of shares you purchase pursuant to your over-subscription privilege, you will need to deliver payment in an amount equal to the aggregate subscription price for the maximum number of shares of our common stock available to you, assuming that no stockholder other than you and the standby purchasers (who have agreed to exercise their basic subscription privileges in full) has purchased any shares of our

Table of Contents

common stock pursuant to their basic subscription privilege. See [The Rights Offering](#) [The Subscription Rights Over-Subscription Privilege](#).

Fractional shares of our common stock resulting from the exercise of the over-subscription privilege will be eliminated by rounding down to the nearest whole share, with the total subscription payment being adjusted accordingly. Any excess subscription payments received by the subscription agent will be returned, without interest, as soon as practicable.

What is the role of the standby purchasers in this offering?

In connection with the rights offering, we have entered into a standby purchase agreement with Tontine Capital Partners, L.P. or, together with its affiliates, Tontine, and Legg Mason Investments Trust, Inc., or Legg Mason, which we refer to collectively as the standby purchasers. Subject to certain conditions, the standby purchase agreement obligates us to sell, and requires the standby purchasers to purchase from us, all of the shares purchasable with their basic subscription privileges. Each of the standby purchasers has agreed not to exercise its over-subscription privilege in any amount. In addition, the standby purchase agreement obligates us to sell, and requires the standby purchasers to purchase from us, any and all shares of our common stock issuable upon the deemed exercise by the standby purchasers immediately prior to the expiration of the rights offering of any subscription rights that were not exercised by other stockholders prior to the expiration of the rights offering. The price per full share paid by the standby purchasers for such common stock will be equal to the subscription price paid by our stockholders in the rights offering.

Under the terms of the standby purchase agreement, the standby purchasers have agreed to a maximum ownership limitation, referred to in this prospectus as the contractual 49.9% ownership limitation, that restricts them from owning in the aggregate shares of our common stock on the closing date of the transactions contemplated by the standby purchase agreement in an amount that exceeds 49.9% of the total outstanding shares of our common stock on that date. As a result, if no other stockholders exercise their subscription rights, based on the amount of our outstanding common stock owned in the aggregate by the standby purchasers as of August 28, 2007, this contractual 49.9% ownership limitation would limit the amount of common stock that would be issued to the standby purchasers pursuant to the standby purchase agreement. Under the standby purchase agreement, two-thirds of the unsubscribed shares will be allocated to Tontine and one-third of the unsubscribed shares will be allocated to Legg Mason. See [The Rights Offering](#) [Standby Commitments](#) and [Plan of Distribution](#).

Why are we conducting the rights offering?

We are conducting the rights offering to raise capital that we intend to use to provide additional liquidity for working capital, capital expenditures, strategic opportunities, additional restructuring and general corporate purposes. We believe that the rights offering will strengthen our financial condition by generating additional cash and increasing our stockholders' equity.

How was the \$6.55 per full share subscription price determined?

Our board of directors determined the terms of the right offering and the standby purchase agreement after negotiations among the parties to the standby purchase agreement. In determining the subscription price, our board of directors considered a number of factors, including: the likely cost of capital from other sources, the price at which our stockholders might be willing to participate in the rights offering, historical and current trading prices for our common stock, our need for liquidity and capital and the desire to provide an opportunity to our stockholders to participate in the rights offering on a pro rata basis. In conjunction with its review of these factors, our board of directors also reviewed a range of discounts to market value represented by the subscription prices in various prior rights offerings

of public companies. The subscription price was established at a price of \$6.55 per full share. The subscription price is not necessarily related to our book value, net worth or any other established criteria of value and may or may not be considered the fair value of our common stock to be offered in the rights offering.

Table of Contents

Am I required to exercise all of the subscription rights I receive in the rights offering?

No. You may exercise any number of your subscription rights, or you may choose not to exercise any subscription rights. However, if you choose not to exercise your subscription rights in full, the relative percentage of our common stock that you own will decrease, and your voting and other rights will be diluted. In addition, if you do not exercise your basic subscription privilege in full, you will not be entitled to participate in the over-subscription privilege.

How soon must I act to exercise my subscription rights?

The subscription rights may be exercised at any time beginning on the date of this prospectus supplement and prior to the expiration of the rights offering, which is September 28, 2007, at 5:00 p.m., New York City time. If you elect to exercise any rights, the subscription agent must actually receive all required documents and payments from you prior to the expiration of the rights offering. Although we have the option of extending the expiration of the rights offering, we currently do not intend to do so.

May I transfer my subscription rights?

No. You may not sell or transfer your subscription rights to anyone.

Are we requiring a minimum subscription to complete the rights offering?

No.

Can our board of directors extend, cancel or amend the rights offering?

Yes. We have the option, with the approval of the standby purchasers, to extend the rights offering and the period for exercising your subscription rights for a period not to exceed 15 days, although we do not presently intend to do so. Our board of directors may cancel the rights offering at any time prior to the expiration of the rights offering for any reason. In the event that the rights offering is cancelled, all subscription payments received by the subscription agent will be returned, without interest, as soon as practicable. We also reserve the right to amend or modify the terms of the rights offering.

Has our board of directors made a recommendation to our stockholders regarding the rights offering?

Our board of directors is making no recommendation regarding your exercise of the subscription rights. Stockholders who exercise subscription rights risk investment loss on new money invested. We cannot assure you that the market price for our common stock will be above the subscription price or that anyone purchasing shares at the subscription price will be able to sell those shares in the future at the same price or a higher price. You are urged to make your decision based on your own assessment of our business and the rights offering. Please see [Risk Factors](#) for a discussion of some of the risks involved in investing in our common stock.

What will happen if I choose not to exercise my subscription rights?

If you do not exercise any subscription rights, the number of shares of our common stock you own will not change; however, due to the fact that shares will be purchased by other stockholders in the rights offering, including the shares purchased by the standby purchasers pursuant to their obligations under the standby purchase agreement to purchase any shares not subscribed for in the rights offering, your percentage ownership after the completion of the rights offering and the closing of the transactions contemplated by the standby purchase agreement will be diluted. In addition, in connection with the rights offering, we will be required to make downward anti-dilution adjustments to

the conversion price for our outstanding convertible notes and exercise price for our outstanding warrants. Accordingly, you may also be subject to increased dilution from the conversion of convertible notes or exercise of warrants to the extent the noteholders or warrant holders convert or exercise these securities.

Table of Contents

How do I exercise my subscription rights? What forms and payment are required to purchase the shares of our common stock?

If you wish to participate in the rights offering, you must take the following steps:

deliver payment to the subscription agent using the methods outlined in this prospectus supplement before 5:00 p.m., New York City time, on September 28, 2007; and

deliver a properly completed rights certificate to the subscription agent before 5:00 p.m., New York City time, on September 28, 2007.

If you cannot deliver your rights certificate to the subscription agent prior to the expiration of the rights offering, you may follow the guaranteed delivery procedures described under **The Rights Offering** **Guaranteed Delivery Procedures**.

If you send a payment that is insufficient to purchase the number of shares you requested, or if the number of shares you requested is not specified in the forms, the payment received will be applied to exercise your subscription rights to the full extent possible based on the amount of the payment received, subject to the elimination of fractional shares.

When will I receive my new shares?

If you purchase shares of our common stock through the rights offering, you will receive your new shares as soon as practicable after the closing of the rights offering. Subject to state securities laws and regulations, we have the discretion to delay allocation and distribution of any shares you may elect to purchase by exercise of your subscription rights in order to comply with state securities laws.

After I send in my payment and rights certificate, may I cancel my exercise of subscription rights?

No. All exercises of subscription rights are irrevocable, even if you later learn information that you consider to be unfavorable to the exercise of your subscription rights. You should not exercise your subscription rights unless you are certain that you wish to purchase additional shares of our common stock at a subscription price of \$6.55 per full share.

What should I do if I want to participate in the rights offering, but my shares are held in the name of my broker, dealer, custodian bank or other nominee?

If you hold your shares of our common stock in the name of a broker, dealer, custodian bank or other nominee, then your broker, dealer, custodian bank or other nominee is the record holder of the shares you own. The record holder must exercise the subscription rights on your behalf for the shares of our common stock you wish to purchase.

If you wish to participate in the rights offering and purchase shares of our common stock, please promptly contact the record holder of your shares. We will ask your broker, dealer, custodian bank or other nominee to notify you of the rights offering. You should complete and return to your record holder the form entitled **Beneficial Owner Election Form**. You should receive this form from your record holder with the other rights offering materials.

Are the standby purchasers receiving any compensation for the standby commitments?

No. The standby purchasers are not receiving any compensation for the standby commitments.

Are there any conditions to the standby commitments?

Yes. The obligation of the standby purchasers to fulfill the standby commitments will be subject to a number of conditions. Please see The Rights Offering Standby Commitments.

Table of Contents

How many shares will the standby purchasers own after the offering?

As of August 28, 2007, Tontine and Legg Mason owned 17,183,870 and 8,452,431 shares, or 28.0% and 13.8%, of our outstanding common stock, respectively. As a result of the contractual 49.9% ownership limitation applicable to the standby purchasers, if no stockholders other than the standby purchasers exercise their subscription rights, the standby purchasers together would be required to purchase a maximum of approximately 9,851,475 shares of our common stock (instead of the full 14,000,000 shares offered hereby), of which approximately 6,567,650 and 3,283,825 shares of our common stock would be allocated to Tontine and Legg Mason, respectively. Accordingly, the aggregate beneficial ownership of the standby purchasers in our outstanding common stock would be approximately 35,487,776 shares, or 49.9%, of our outstanding common stock on the date of the closing of the transactions contemplated by the standby purchase agreement.

How many shares of our common stock will be outstanding after the rights offering?

As of August 28, 2007, we had 61,266,314 shares of our common stock issued and outstanding. We expect to issue 14,000,000 shares of our common stock in this rights offering through the exercise of subscription rights and the transactions contemplated by the standby purchase agreement. After the rights offering and the closing of the transactions contemplated by the standby purchase agreement, we anticipate that we will have approximately 75,266,314 shares of our common stock outstanding. As a result of the contractual 49.9% ownership limitation applicable to the standby purchasers, if no stockholders other than the standby purchasers exercise their subscription rights, we will issue only 9,851,475 shares of our common stock (instead of the full 14,000,000 shares offered hereby) and will have approximately 71,117,789 shares of our common stock outstanding.

How much money will the Company receive from the rights offering?

Assuming the contractual 49.9% ownership limitation applicable to the standby purchasers is not reached, we expect the gross proceeds from the rights offering and the transactions contemplated by the standby purchase agreement to be approximately \$91.7 million. While we are offering shares in the rights offering with no minimum purchase requirement, the standby purchasers have agreed, subject to certain conditions and the contractual 49.9% ownership limitation applicable to the standby purchasers, to exercise their basic subscription privileges in full, to waive their over-subscription privileges and to purchase at the subscription price of \$6.55 per full share any and all shares of our common stock issuable upon the deemed exercise the standby purchasers immediately prior to the expiration of the rights offering of any subscription rights that were not exercised by other stockholders prior to the expiration of the rights offering. As a result of the contractual 49.9% ownership limitation applicable to the standby purchasers, if no stockholders other than the standby purchasers exercise their subscription rights, we would expect to receive gross proceeds from the rights offering and the transactions contemplated by the standby purchase agreement of approximately \$64.5 million. Please see [Use of Proceeds](#) and [The Rights Offering Standby Commitments](#).

Are there risks in exercising my subscription rights?

Yes. The exercise of your subscription rights involves risks. Exercising your subscription rights involves the purchase of additional shares of our common stock and should be considered as carefully as you would consider any other equity investment. Among other things, you should carefully consider the risks described under the headings [Risk Factors](#) in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein.

If the rights offering is not completed, will my subscription payment be refunded to me?

Yes. The subscription agent will hold all funds it receives in a segregated bank account until completion of the rights offering. If the rights offering is not completed, all subscription payments received by the subscription agent will be returned, without interest, as soon as practicable. If you own shares in street name, it may take longer for you to receive payment because the subscription agent will return payments through the record holder of the shares.

Table of Contents

Will the subscription rights be listed on a stock exchange or national market?

The subscription rights may not be sold, transferred or assigned and will not be listed for trading on The NASDAQ Global Market or on any stock exchange or market or on the OTC Bulletin Board. Our common stock and warrants will continue to trade on The NASDAQ Global Market under the symbols XIDE and XIDEW, respectively.

How do I exercise my subscription rights if I live outside the United States?

We will not mail this prospectus supplement or the rights certificates to stockholders whose addresses are outside the United States or who have an army post office or foreign post office address. The subscription agent will hold the rights certificates for their account. To exercise subscription rights, our foreign stockholders must notify the subscription agent and timely follow the procedures described in Rights Offering Foreign Stockholders.

What fees or charges apply if I purchase shares of our common stock?

We are not charging any fee or sales commission to issue subscription rights to you or to issue shares to you if you exercise your subscription rights. If you exercise your subscription rights through the record holder of your shares, you are responsible for paying any fees your record holder may charge you.

What are the U.S. federal income tax consequences of exercising subscription rights?

For U.S. federal income tax purposes, you will not recognize taxable income as a result of the distribution or exercise of your subscription rights unless the rights offering is part of a disproportionate distribution within the meaning of applicable tax rules (in which case you may recognize taxable income upon receipt of the subscription rights). We intend to take the position that the rights offering will not be part of a disproportionate distribution, but certain aspects of that determination are unclear. For further information, please see U.S. Federal Income Tax Consequences. You should, and are urged to, seek specific advice from your personal tax advisor concerning the tax consequences of the rights offering under your own tax situation.

To whom should I send my forms and payment?

If your shares are held in the name of a broker, dealer or other nominee, then you should send your subscription documents, rights certificate, notices of guaranteed delivery and subscription payment to that record holder. If you are the record holder, then you should send your subscription documents, rights certificate, notices of guaranteed delivery and subscription payment by hand delivery, first class mail or courier service to:

By Mail or Overnight Courier:
American Stock Transfer & Trust Company
Operations Center
Attn: Reorganization Department
6201 15th Avenue
Brooklyn, New York 11219

By Hand:
American Stock Transfer & Trust Company
Attn: Reorganization Department
59 Maiden Lane
New York, New York 10038

You are solely responsible for completing delivery to the subscription agent of your subscription documents, rights certificate and payment. We urge you to allow sufficient time for delivery of your subscription materials to the subscription agent.

Who should I contact if I have other questions?

If you have other questions or need assistance, please contact the information agent, Georgeson Inc., at (888) 605-7606 or (212) 440-9800 for banks and brokerage firms.

Table of Contents

PROSPECTUS SUPPLEMENT SUMMARY

*This summary highlights information contained in or incorporated by reference into this prospectus supplement and the accompanying prospectus. This summary may not contain all of the information that you should consider before deciding whether or not you should exercise your subscription rights. You should carefully read this prospectus supplement and the accompanying prospectus, including the documents incorporated by reference, which are described under the heading *Incorporation by Reference* in this prospectus supplement and the accompanying prospectus. References in this prospectus supplement and the accompanying prospectus to *Exide, the Company, we, us and our* refer to Exide Technologies and its consolidated subsidiaries.*

Our Business

We are a global producer and recycler of lead acid batteries. We provide a comprehensive range of stored electrical energy products and services for transportation and industrial applications. Transportation markets include original-equipment and aftermarket automotive, heavy-duty truck, agricultural and marine applications. Industrial markets include batteries for telecommunications systems, fuel-cell load leveling, electric utilities, railroads, uninterruptible power supply, lift trucks, mining and other commercial vehicles. Our many brands include Exide®, Absolyte®, Centra™, Classic®, DETA®, Fulmen®, GNB™, Liberator™, Marathon®, Sonnenschein® and Tudor®.

We are a Delaware corporation organized in 1966 to succeed to the business of a New Jersey corporation founded in 1888. Our principal executive offices are located at 13000 Deerfield Parkway, Building 200, Alpharetta, Georgia 30004. Our phone number is (678) 566-9000. More comprehensive information about us and our products is available through our Internet website at www.exide.com. Except for the documents incorporated by reference in this prospectus supplement and the accompanying prospectus as described under the heading *Incorporation by Reference*, the information and other content contained on our website are not incorporated by reference in this prospectus supplement or the accompanying prospectus, and you should not consider them to be a part of this prospectus supplement or the accompanying prospectus.

Table of Contents

The Rights Offering

*The following summary describes the principal terms of the rights offering, but is not intended to be complete. See the information under the heading *The Rights Offering* in this prospectus supplement for a more detailed description of the terms and conditions of the rights offering.*

Securities Offered	We are distributing to you, at no charge, one non-transferable subscription right for each share of our common stock that you owned as of 5:00 p.m., New York City time, on the record date, either as a holder of record or, in the case of shares held of record by brokers, dealers, custodian banks or other nominees on your behalf, as a beneficial owner of such shares. Assuming the contractual 49.9% ownership limitation applicable to the standby purchasers is not reached, we expect the gross proceeds from the rights offering and the transactions contemplated by the standby purchase agreement to be approximately \$91.7 million. As a result of the contractual 49.9% ownership limitation applicable to the standby purchasers, if no stockholders other than the standby purchasers exercise their subscription rights, we would expect to receive gross proceeds from the rights offering and the transactions contemplated by the standby purchase agreement of approximately \$64.5 million.
Basic Subscription Privilege	The basic subscription privilege of each subscription right will entitle you to purchase 0.22851 shares of our common stock at a subscription price of \$6.55 per full share.
Over-Subscription Privilege	In the event that you purchase all of the shares of common stock available to you pursuant to your basic subscription privilege, you may also choose to purchase a portion of any shares of our common stock that are not purchased by our stockholders through the exercise of their basic subscription privileges. The maximum number of shares of our common stock that could be purchased by you pursuant to your over-subscription privilege will be determined according to the following formula based in part on your percentage ownership of our outstanding common stock as of 5:00 p.m., New York City time, on the record date: (total number of unsubscribed shares <i>multiplied by</i> your ownership percentage of our outstanding common stock at the record date <i>divided by</i> two). For example, if you owned 2% of our outstanding common stock on the record date and you properly exercised your basic subscription privilege in full, you may purchase up to 1% of the unsubscribed shares with your over-subscription privilege.
Record Date	5:00 p.m., New York City time, on August 30, 2007.
Expiration of the Rights Offering	5:00 p.m., New York City time, on September 28, 2007.
Subscription Price	\$6.55 per full share, payable in cash, determined in connection with negotiations among the parties to the standby purchase agreement and a review of recent historical trading prices of our common stock and the closing sales price of our common stock on August 27, 2007. To be

effective, any payment related to the exercise of a right must clear prior to the expiration of the rights offering.

S-2

Table of Contents

Use of Proceeds	We intend to use the proceeds of the rights offering to provide additional liquidity for working capital, capital expenditures, strategic opportunities, additional restructuring activities and general corporate purposes.
Non-Transferability of Rights	The subscription rights may not be sold, transferred or assigned and will not be listed for trading on The NASDAQ Global Market or on any stock exchange or market or on the OTC Bulletin Board.
No Board Recommendation	Our board of directors is making no recommendation regarding your exercise of the subscription rights. You are urged to make your decision based on your own assessment of our business and the rights offering. Please see Risk Factors for a discussion of some of the risks involved in investing in our common stock.
Standby Purchase Agreement	<p>In connection with the rights offering, we have entered into a standby purchase agreement with the standby purchasers. Subject to certain conditions, the standby purchase agreement obligates us to sell, and requires the standby purchasers to purchase from us, all of the shares purchasable with their basic subscription privileges. Each of the standby purchasers has agreed not to exercise its over-subscription privilege in any amount. In addition, the standby purchase agreement obligates us to sell, and requires the standby purchasers to purchase from us, any and all shares of our common stock issuable upon the deemed exercise by the standby purchasers immediately prior to the expiration of the rights offering of any subscription rights that were not exercised by other stockholders prior to the expiration of the rights offering. The price per full share paid by the standby purchasers for such common stock will be equal to the subscription price paid by the stockholders in the rights offering.</p> <p>Under the terms of the standby purchase agreement, the standby purchasers have agreed to the contractual 49.9% ownership limitation that restricts them from owning in the aggregate shares of our common stock on the closing date of the transactions contemplated by the standby purchase agreement in an amount that exceeds 49.9% of the total outstanding shares of our common stock on that date. As a result, if no other stockholders exercise their subscription rights, based on the amount of our outstanding common stock owned in the aggregate by the standby purchasers as of August 28, 2007, this contractual 49.9% ownership limitation would limit the amount of common stock that would be issued to the standby purchasers pursuant to the standby purchase agreement. Under the standby purchase agreement, two-thirds of the unsubscribed shares will be allocated to Tontine and one-third of the unsubscribed shares will be allocated to Legg Mason.</p>
No Revocation	All exercises of subscription rights are irrevocable, even if you later learn information that you consider to be unfavorable to the exercise of your subscription rights. You should not exercise your subscription rights

unless you are certain that you wish to purchase additional shares of our common stock at a subscription price of \$6.55 per full share.

S-3

Table of Contents

U.S. Federal Income Tax Considerations	For U.S. federal income tax purposes, you will not recognize taxable income as a result of the distribution or exercise of your subscription rights unless the rights offering is part of a disproportionate distribution within the meaning of applicable tax rules (in which case you may recognize taxable income upon receipt of the subscription rights). We intend to take the position that the rights offering will not be part of a disproportionate distribution, but certain aspects of that determination are unclear. For further information, please see U.S. Federal Income Tax Consequences. You should, and are urged to, seek specific advice from your personal tax advisor concerning the tax consequences of the rights offering under your own tax situation.
Extension, Cancellation and Amendment	We have the option, with the approval of the standby purchasers, to extend the rights offering and the period for exercising your subscription rights for a period not to exceed 15 days, although we do not presently intend to do so. Our board of directors may cancel the rights offering at any time prior to the expiration of the rights offering for any reason. In the event that the rights offering is cancelled, all subscription payments received by the subscription agent will be returned, without interest, as soon as practicable. We also reserve the right to amend or modify the terms of the rights offering.
Procedures for Exercising Rights	To exercise your subscription rights, you must complete the rights certificate and deliver it to the subscription agent, American Stock Transfer & Trust Company, together with full payment for all the subscription rights you elect to exercise under the basic subscription privilege and over-subscription privilege. You may deliver the documents and payments by mail or commercial carrier. If regular mail is used for this purpose, we recommend using registered mail, properly insured, with return receipt requested. If you cannot deliver your rights certificate to the subscription agent prior to the expiration of the rights offering, you may follow the guaranteed delivery procedures described under The Rights Offering Guaranteed Delivery Procedures.
Subscription Agent	American Stock Transfer & Trust Company.
Information Agent	Georgeson Inc.
Shares Outstanding Before the Rights Offering	61,266,314 shares of our common stock were outstanding as of August 28, 2007.
Shares Outstanding After Completion of the Rights Offering	Assuming no options, warrants or convertible notes are exercised prior to the expiration of the rights offering, and assuming the standby purchasers do not reach their contractual 49.9% ownership limitation, we expect approximately 75,266,314 shares of our common stock will be outstanding immediately after completion of the rights offering and the

closing of the transactions contemplated by the standby purchase agreement.

S-4

Table of Contents

As a result of the contractual 49.9% ownership limitation applicable to the standby purchasers, if no stockholders other than the standby purchasers exercise their subscription rights, we expect approximately 71,117,789 shares of our common stock will be outstanding immediately after completion of the rights offering and the closing of the transactions contemplated by the standby purchase agreement.

Risk Factors

Stockholders considering making an investment by exercising subscription rights in the rights offering should carefully read and consider the information set forth in **Risk Factors** beginning on page S-6 of this prospectus supplement and on page 2 of the accompanying prospectus and the risk factors set forth in our Annual Report on Form 10-K for the fiscal year ended March 31, 2007, the documents incorporated by reference herein and the risks that we have highlighted in other sections of this prospectus supplement and the accompanying prospectus.

Fees and Expenses

We will pay the fees and expenses related to the rights offering, including the fees and expenses of the standby purchasers and their respective counsel.

**NASDAQ Global Market
Trading Symbol**

Shares of our common stock are currently listed for quotation on The NASDAQ Global Market under the symbol **XIDE**.

Risk Factors

Before you invest in the rights offering, you should be aware that there are risks associated with your investment, including the risks described in the section entitled **Risk Factors** beginning on page S-6 of this prospectus supplement and page 2 of the accompanying prospectus, the risk factors set forth in our annual report on Form 10-K for the fiscal year ended March 31, 2007 and our quarterly report on Form 10-Q for the quarter ended June 30, 2007, and the risks that we have highlighted in other sections of this prospectus supplement and the accompanying prospectus. You should carefully read and consider these risk factors together with all of the other information included in or incorporated by reference into this prospectus supplement and the accompanying prospectus before you decide to exercise your subscription rights to purchase shares of our common stock.

Table of Contents

RISK FACTORS

An investment in our common stock involves a high degree of risk. You should carefully consider the risks described below, together with the other information included or incorporated by reference in this prospectus supplement and the accompanying prospectus, including the risk factors set forth in our annual report on Form 10-K for the fiscal year ended March 31, 2007, our quarterly report on Form 10-Q for the quarter ended June 30, 2007 and the risks that we have highlighted in other sections of this prospectus supplement and the accompanying prospectus, before making a decision to invest in our common stock. The risks described below are not the only risks we face. Additional risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business operations. If any of these risks actually occur, our business, results of operations and financial condition could suffer. In that case, the market price of our common stock could decline, and you may lose all or part of your investment.

Risks Related to the Rights Offering

The market price of our common stock is volatile and may decline before or after the subscription rights expire.

The market price of our common stock could be subject to wide fluctuations in response to numerous factors, some of which are beyond our control. These factors include, among other things, actual or anticipated variations in our costs of doing business, operating results and cash flow, the nature and content of our earnings releases and our competitors earnings releases, announcements of technological innovations that impact our services, customers, competitors or markets, changes in financial estimates by securities analysts, business conditions in our markets and the general state of the securities markets and the market for similar stocks, changes in capital markets that affect the perceived availability of capital to companies in our industries, governmental legislation or regulation, currency and exchange rate fluctuations, as well as general economic and market conditions, such as recessions.

We cannot assure you that the market price of our common stock will not decline after you elect to exercise your subscription rights. If that occurs, you may have committed to buy shares of our common stock in the rights offering at a price greater than the prevailing market price, and could have an immediate unrealized loss. Moreover, we cannot assure you that following the exercise of your subscription rights you will be able to sell your common stock at a price equal to or greater than the subscription price. Until shares are delivered upon expiration of the rights offering, you will not be able to sell the shares of our common stock that you purchase in the rights offering. Certificates representing shares of our common stock purchased will be delivered as soon as practicable after expiration of the rights offering. We will not pay you interest on funds delivered to the subscription agent pursuant to the exercise of subscription rights.

If you do not fully exercise your subscription rights, your ownership interest will be diluted.

The rights offering will result in our issuance of approximately 14,000,000 shares of our common stock. If you choose not to fully exercise your subscription rights prior to the expiration of the rights offering, your relative ownership interest in us will be diluted.

The standby purchasers have entered into a standby purchase agreement with us that, subject to certain conditions, obligates us to sell, and requires the standby purchasers to purchase from us, all of the shares purchasable with their basic subscription privileges. In addition, the standby purchase agreement obligates us to sell, and requires the standby purchasers to purchase from us, any and all shares of our common stock issuable upon the deemed exercise by the standby purchasers immediately prior to the expiration of the rights offering of any subscription rights that were not exercised by other stockholders prior to the expiration of the rights offering. As a result of the contractual 49.9%

ownership limitation applicable to the standby purchasers on the closing date of the transactions contemplated by the standby purchase agreement, if no stockholders other than the standby purchasers exercise their subscription rights, the aggregate beneficial ownership of the standby purchasers in our outstanding common stock would increase from 41.8% to 49.9%.

S-6

Table of Contents

In addition, in connection with the rights offering, we will be required to make downward anti-dilution adjustments to the conversion price for our outstanding convertible notes and the exercise price for our outstanding warrants. Accordingly, you may also be subject to increased dilution from the conversion of convertible notes or exercise of warrants to the extent the note holders or warrant holders convert or exercise such securities.

If the rights offering is consummated, our common stock will likely be further concentrated in the hands of a few of our stockholders, and their interests may not coincide with yours.

In connection with the rights offering, we entered into a standby purchase agreement with Tontine and Legg Mason. As of August 28, 2007, Tontine and Legg Mason beneficially owned 28.0% and 13.8% of our outstanding common stock, respectively. If all of the subscription rights distributed to our stockholders in the rights offering are exercised, the beneficial ownership percentage of Tontine and Legg Mason will remain the same. If any subscription rights remain unexercised upon the expiration of the rights offering, the standby purchasers will be deemed to have exercised those subscription rights immediately prior to the expiration of the rights offering and will purchase, at the subscription price of \$6.55 per full share, the shares of our common stock that would have been issued to our stockholders had they exercised such subscription rights prior to the expiration of the rights offering. If none of the subscription rights are exercised by stockholders other than the standby purchasers, as a result of the contractual 49.9% ownership limitation applicable to the standby purchasers, Tontine and Legg Mason are expected to own, respectively, approximately 33.4% and 16.5% of our outstanding common stock.

Tontine and Legg Mason and their respective affiliates currently have the ability to exercise significant influence over matters generally requiring stockholder approval. These matters include the election of directors and the approval of significant corporate transactions, including potential mergers, consolidations or sales of all or substantially all of our assets. Upon completion of the rights offering, this influence is likely to be further increased due to the standby commitments from the standby purchasers. Your interests as a holder of our common stock may differ from the interests of Tontine and Legg Mason and their respective affiliates.

After the consummation of the rights offering, the standby purchasers may have significantly increased their ownership of our common stock and certain further acquisitions of our common stock by them could result in an acceleration of our outstanding credit facilities.

Under the credit agreement governing our senior secured credit facility, a change of control is deemed to have occurred if any person or group acquires 40% or more of the voting or economic interest in our capital stock. Under the indentures governing our senior notes and convertible notes, a change in control is deemed to have occurred if any person or group acquires more than 50% of the voting power represented by our issued and outstanding capital stock. If a change of control under our credit agreement or indenture is deemed to occur, the credit agreement lenders may require immediate payment of our outstanding borrowings and the noteholders can require us to purchase their notes. Such actions would have a material adverse effect on our business and financial condition. Although the number of shares of our common stock that the standby purchasers can purchase under the standby purchase agreement is limited so that their ownership will not exceed these thresholds on the closing date of the transactions contemplated by the standby purchase agreement, there is no restriction on either of the standby purchaser's ability to purchase additional shares of our common stock after the closing of the transactions contemplated by the standby purchase agreement. As a result, future purchases of our common stock by either of the standby purchasers could trigger one or both of these thresholds. In addition, if the standby purchasers take action in the future which causes them to be deemed to be a group for these purposes, their combined ownership of our outstanding common stock could trigger these thresholds. There can be no assurance one or both of these thresholds will not be exceeded in the future.

The subscription rights are not transferable and there is no market for the subscription rights.

You may not sell, transfer or assign your subscription rights. The subscription rights are only transferable by operation of law. Because the subscription rights are non-transferable, there is no market or other means for you to directly realize any value associated with the subscription rights. You must exercise the subscription

S-7

Table of Contents

rights and acquire additional shares of our common stock to realize any value that may be embedded in the subscription rights.

The subscription price determined for the rights offering is not an indication of the fair value of our common stock.

Our board of directors determined the terms of the rights offering and the transactions contemplated by the standby purchase agreement after negotiations among the parties to the standby purchase agreement. In determining the subscription price, our board of directors considered a number of factors, including: the likely cost of capital from other sources, the price at which our stockholders might be willing to participate in the rights offering, historical and current trading prices for our common stock, our need for liquidity and capital and the desire to provide an opportunity to our stockholders to participate in the rights offering on a pro rata basis. In conjunction with its review of these factors, our board of directors also reviewed a range of discounts to market value represented by the subscription prices in various prior rights offerings by other public companies. The per share subscription price is not necessarily related to our book value, net worth or any other established criteria of fair value and may or may not be considered the fair value of our common stock to be offered in the rights offering. After the date of this prospectus supplement, our common stock may trade at prices above or below the subscription price.

Because our management will have broad discretion over the use of the net proceeds from the rights offering, you may not agree with how we use the proceeds, and we may not invest the proceeds successfully.

While we currently anticipate that we will use the net proceeds of the rights offering to provide additional liquidity for working capital, capital expenditures and general corporate purposes our management may allocate the proceeds among these purposes as it determines is appropriate. In addition, market factors may require our management to allocate portions of the proceeds for other purposes. Accordingly, you will be relying on the judgment of our management with regard to the use of the proceeds from the rights offering, and you will not have the opportunity, as part of your investment decision, to assess whether the proceeds are being used appropriately. It is possible that the proceeds will be invested in a way that does not yield a favorable, or any, return for the Company.

We may cancel the rights offering at any time prior to the expiration of the rights offering, and neither we nor the subscription agent will have any obligation to you except to return your exercise payments.

We may, in our sole discretion, decide not to continue with the rights offering or cancel the rights offering prior to the expiration of the rights offering. If the rights offering is cancelled, all subscription payments received by the subscription agent will be returned, without interest, as soon as practicable.

You may not revoke your subscription exercise and could be committed to buying shares above the prevailing market price.

Once you exercise your subscription rights, you may not revoke the exercise. The public trading market price of our common stock may decline before the subscription rights expire. If you exercise your subscription rights and, afterwards, the public trading market price of our common stock decreases below the subscription price, you will have committed to buying shares of our common stock at a price above the prevailing market price. Our common stock is traded on The NASDAQ Global Market under the symbol XIDE, and the last reported sales price of our common stock on The NASDAQ Global Market on August 27, 2007 was \$7.02 per share. Moreover, you may be unable to sell your shares of our common stock at a price equal to or greater than the subscription price you paid for such shares.

If you do not act promptly and follow the subscription instructions, your exercise of subscription rights will be rejected.

Stockholders that desire to purchase shares in the rights offering must act promptly to ensure that all required forms and payments are actually received by the subscription agent prior to the expiration of the rights offering. If you are a beneficial owner of shares, you must act promptly to ensure that your broker, dealer, custodian bank or other nominee acts for you and that all required forms and payments are actually

S-8

Table of Contents

received by the subscription agent prior to the expiration of the rights offering. We are not responsible if your broker, custodian or nominee fails to ensure that all required forms and payments are actually received by the subscription agent prior to the expiration of the rights offering. If you fail to complete and sign the required subscription forms, send an incorrect payment amount or otherwise fail to follow the subscription procedures that apply to your exercise in the rights offering prior to the expiration of the rights offering, the subscription agent will reject your subscription or accept it only to the extent of the payment received. Neither we nor our subscription agent undertake to contact you concerning an incomplete or incorrect subscription form or payment, nor are we under any obligation to correct such forms or payment. We have the sole discretion to determine whether a subscription exercise properly complies with the subscription procedures.

The tax treatment of the rights offering is somewhat uncertain and it may be treated as a taxable event to our stockholders.

If the rights offering is deemed to be part of a disproportionate distribution under section 305 of the Internal Revenue Code, our stockholders may recognize taxable income for U.S. federal income tax purposes in connection with the receipt of subscription rights in the rights offering depending on our current and accumulated earnings and profits and our stockholders' basis in our common stock. A disproportionate distribution is a distribution or a series of distributions, including deemed distributions, that has the effect of the receipt of cash or other property by some stockholders or holders of debt instruments convertible into stock and an increase in the proportionate interest of other stockholders in a company's assets or earnings and profits. Because we have outstanding notes convertible into our common stock and on which we have paid interest, applicable Treasury regulations provide that the receipt of the subscription rights will be part of a disproportionate distribution unless a full adjustment is made in the conversion price of the notes to reflect the rights offering. It is unclear whether the adjustment to the conversion price of the notes