

KEYSTONE AUTOMOTIVE INDUSTRIES INC  
Form 8-K  
August 05, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

August 3, 2005

Date of Report (Date of Earliest Event Reported)

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**KEYSTONE AUTOMOTIVE INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

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**California**  
(State of Incorporation)

**0-28568**  
(Commission File Number)

**95-2920557**  
(I.R.S. Employer

Identification Number)

**700 East Bonita Avenue, Pomona, California 91767**

(Address of principal executive offices) (Zip Code)

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(909) 624-8041

(Registrant's telephone number, including area code)

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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 (see General Instruction A.2. below):

- 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 July 5, 2005, the Board of Directors of the Registrant adopted and approved the 2005 Omnibus Incentive Plan (the Plan ), subject to stockholder approval. At the Annual Meeting of Stockholders held on August 3, 2005, the stockholders approved the Plan. The Plan became effective upon such approval. A copy of the Plan is attached hereto as Exhibit 10.44.

Item 2.02. Results of Operations and Financial Condition.

Registrant's news release dated August 4, 2005, announcing its financial and operating results for its fiscal quarter ended July 1, 2005, filed as Exhibit 99.1 to this report, is incorporated by reference herein.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits.

Exhibits:

The following exhibits are filed herewith:

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|---------------|---|
| Exhibit 10.44 | Keystone Automotive Industries, Inc. 2005 Omnibus Incentive Plan.       |
| Exhibit 99.1  | Keystone Automotive Industries, Inc. News Release issued August 4, 2005 |

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 hereunto duly authorized.

Dated: August 5, 2005

KEYSTONE AUTOMOTIVE INDUSTRIES, INC.

By /s/ James C. Lockwood

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James C. Lockwood, Secretary