

FreightCar America, Inc.
Form 3
April 05, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|---|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kehler Dean C</p> <p>(Last) (First) (Middle)</p> <p>622 THIRD AVENUE,Â 35TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/05/2005</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>FreightCar America, Inc. [RAIL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock ⁽¹⁾ | 372,541 | I | I ⁽²⁾ |
| Common Stock | 24,054 | I | I ⁽³⁾ |
| Common Stock | 156,851 | I | I ⁽⁴⁾ |
| Common Stock | 242,581 | I | I ⁽⁵⁾ |
| Common Stock | 264,648 | I | I ⁽⁶⁾ |
| Common Stock | 38,500 | I | I ⁽⁷⁾ |
| Common Stock | 56,100 | I | I ⁽⁸⁾ |
| Common Stock | 1,551,825 | I | I ⁽⁹⁾ |
| Series A Voting Preferred Stock | 70 | I | I ⁽⁷⁾ |
| Series A Voting Preferred Stock | 102 | I | I ⁽⁸⁾ |
| Series A Voting Preferred Stock | 2,500 | I | I ⁽⁹⁾ |

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| | | | |
|---------------------------------|---------|---|--------------|
| Series B Voting Preferred Stock | 677.349 | I | I <u>(2)</u> |
| Series B Voting Preferred Stock | 43.734 | I | I <u>(3)</u> |
| Series B Voting Preferred Stock | 285.183 | I | I <u>(4)</u> |
| Series B Voting Preferred Stock | 441.056 | I | I <u>(5)</u> |
| Series B Voting Preferred Stock | 481.178 | I | I <u>(6)</u> |
| Series B Voting Preferred Stock | 321.5 | I | I <u>(9)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Kehler Dean C 622 THIRD AVENUE 35TH FLOOR NEW YORK, NY 10017 | X | X | X | X |

Signatures

/s/ John Papachristos, John Papachristos, Attorney-In-Fact 04/05/2005

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) See Remarks
- (2) Shares directly held by Trimaran Fund II, L.L.C.
- (3) Shares directly held by Trimaran Capital, L.L.C.
- (4) Shares directly held by Trimaran Parallel Fund II, L.P.

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- (5) Shares directly held by CIBC Employee Private Equity Fund (Trimaran) Partners
- (6) Shares directly held by CIBC Capital Corporation
- (7) Shares directly held by Trimaran Fund Management, L.L.C.
- (8) Shares directly held by Trimaran Advisors, L.L.C.
- (9) Shares directly held by Caravelle Investment Fund, L.L.C.

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Remarks:

(1) This report is filed by Dean C. Kehler, a managing member of (i) Trimaran Investments II, a managing member of Trimaran Fund II, L.L.C., Trimaran Capital, L.L.C., and Trimaran Parallel Fund with sole power to vote and dispose of shares held by CIBC Employee Private Equity Fund (Trimaran) Corporation, (ii) Trimaran Advisors, L.L.C., the investment advisor to Caravelle Investment Fund, L.L.C. Fund Management, L.L.C. The reported securities are directly owned by Trimaran Fund II, L.L.C., Trimaran Parallel Fund II, L.P., CIBC Employee Private Equity Fund (Trimaran) Partners, CIBC Capital Corporation, Trimaran Advisors, L.L.C., Trimaran Fund Management, L.L.C., and Caravelle Investment Fund, L.L.C. The Report Form 3 disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest.

Exhibit List

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.