

**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): November 24, 2020

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
(I.R.S. Employer Identification No.)

125 S. Wacker Drive, Suite 1500
Chicago, Illinois 60606
(Address of Principal Executive Offices) (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	RAIL	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 - Corporate Governance and Management

Item 5.07. Submission of Matters to a Vote of Security Holders.

FreightCar America, Inc. (the "Company") held a Special Meeting of Stockholders on November 24, 2020. Set forth below are the voting results for the one matter submitted to a vote of the stockholders.

1. Approval of the issuance of 23% of the Company's outstanding common stock on a fully-diluted basis at the time the warrant (the "Warrant") issued to a lender of the Company is exercised (after giving effect to such issuance), as required by and in accordance with Nasdaq Listing Rule 5635(b) and 5635(d) for certain private issuances of more than 20% of the Company's outstanding common stock.

For	8,565,727
Against	573,773
Abstain	71,400

Section 8 - Other Events

Item 8.01. Other Events.

On November 24, 2020, the Company issued a press release announcing the approval of the issuance of the shares of common stock underlying the Warrant by the Company's stockholders at the Company's special meeting of stockholders held on November 24, 2020 and the funding of the loan pursuant to the Term Loan Credit Agreement previously disclosed in the Company's Current Report on Form 8-K filed on October 19, 2020. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[Exhibit 99.1](#) [Press release of FreightCar America, Inc., dated November 24, 2020.](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURE

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.

FREIGHTCAR AMERICA, INC.

Date: November 24, 2020

By: /s/ Christopher J. Eppel

Christopher J. Eppel

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

FreightCar America, Inc. Announces Receipt of Stockholder Approval for Issuance of Warrant and Funding of New Term Loan

New secured term loan will bolster balance sheet and provide necessary capital to drive strategic growth

CHICAGO, Nov. 24, 2020 (GLOBE NEWSWIRE) -- FreightCar America, Inc. (NASDAQ: RAIL) (“FreightCar America” or the “Company”) today announced that, at its Special Meeting of Stockholders (the “Special Meeting”), FreightCar America stockholders approved the issuance of a warrant under its previously announced new secured term loan facility with financing partner CO Finance LVS VI LLC (the “Lender”), as well as the funding of the term loan under the facility.

“I want to express our gratitude to the stockholders of FreightCar America for voting today to approve the new term loan financing, effectively securing the future of our company and putting FreightCar America in a position to succeed and thrive going forward,” said Jim Meyer, Chief Executive Officer of FreightCar America. “The new financing arrangement, in partnership with our lender, marks the last essential step in the competitive repositioning of our business operations. This new secured term loan will not only help support our capital needs for production and future operational expansions at our single production facility in Castaños, Mexico, but it effectively enables the Company to execute on our strategic repositioning and growth strategy. We are thankful for the support of our stockholders as FreightCar America embarks on a path towards meaningful stockholder value creation.”

About FreightCar America

FreightCar America, Inc. manufactures a wide range of railroad freight cars, supplies rail car parts and leases freight cars through its FreightCar America Leasing Company subsidiaries. FreightCar America designs and builds high-quality rail cars, including bulk commodity cars, covered hopper cars, intermodal and non-intermodal flat cars, mill gondola cars, coil steel cars, boxcars, coal cars and also specializes in the conversion of rail cars for repurposed use. It is headquartered in Chicago, Illinois and has facilities in the following locations: Cherokee, Alabama; Castaños, Mexico; Johnstown, Pennsylvania; and Shanghai, People’s Republic of China. More information about FreightCar America is available on its website at www.freightcaramerica.com.

Forward-Looking Statements

This press release may contain statements relating to our expected financial performance and/or future business prospects, events and plans that are “forward-looking statements” as defined under the Private Securities Litigation Reform Act of 1995. Forward-looking statements represent our estimates and assumptions only as of the date of this press release. Our actual results may differ materially from the results described in or anticipated by our forward-looking statements due to certain risks and uncertainties. These potential risks and uncertainties include, among other things: risks relating to the potential financial and operational impacts of the COVID-19 pandemic; the Shoals facility, including the facility not meeting internal assumptions or expectations and unforeseen liabilities from Navistar;; the cyclical nature of our business; adverse economic and market conditions; fluctuating costs of raw materials, including steel and aluminum, and delays in the delivery of raw materials; our ability to maintain relationships with our suppliers of railcar components; our reliance upon a small number of customers that represent a large percentage of our sales; the variable purchase patterns of our customers and the timing of completion, delivery and customer acceptance of orders; the highly competitive nature of our industry; the risk of lack of acceptance of our new railcar offerings by our customers; and other competitive factors. We expressly disclaim any duty to provide updates to any forward-looking statements made in this press release, whether as a result of new information, future events or otherwise.

Investor & Media Contact

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