

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D FOR WARNER ELECTRIC GROUP, INC. EXCHANGE

1242 706

OMB APPROVAL	
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03023502

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY	
Prefix	Serial
DATE RECEIVED	

Name of Offering (check if this is an amendment and name has changed, and indicate change.)

WARNER ELECTRIC GROUP, INC.: SECURITY-FOR-SECURITY EXCHANGE OF COMMON STOCK AND PREFERRED STOCK

Filing Under (Check box(es) that apply) Rule 504 Rule 505 Rule 506 Section 4(6) ULOE
Type of Filing: New Filing Amendment

REC'D S.E.C.
JUN 16 2003
1086

A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer (check if this is an amendment and name has changed, and indicate change.)

Warner Electric Group, Inc. ("WARNER" or the "Issuer")**

** Upon closing Warner Electric Group, Inc. shall change its corporate name to "CLFX Corporation"

Address of Executive Offices (Number and Street, City, State, Zip Code)
C/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Telephone Number (including Area Code)
(804)

Address of Principal Business Operations (Number and Street, City, State, Zip Code)
(if different from Executive Offices)

Telephone Number (including Area Code)

Brief Description of Business

Manufacturer of power transmission products

Type of Business Organization

- corporation limited partnership, already formed other (please specify):
- business trust limited partnership, to be formed

PROCESSED

Actual or Estimated Date of Incorporation or Organization: Actual Estimated

Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:
CN for Canada; FN for other foreign jurisdiction) [D][E]

JUN 17 2003

THOMSON FINANCIAL

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W. Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

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.

BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years,
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
YOUNG, John A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
BARNETT, Douglas

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
O'BRIEN, Thomas M.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
WEIDENMULLER, Steven W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
FLEXON, William

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
FAISON, G. Scott

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years,
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
BUNTING, III, Joseph O.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
RYAN, Michael G.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
NIMS, Charles W.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
SULANKE, Douglas A.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
BENISH, Traci

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)
RALES, Mitchell P.

Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years,
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer.
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

RALES, Steven M.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

KNISELY, Philip W.

Business or Residence Address (Number and Street, City, State, Zip Code)

c/o Colfax Corporation, 8730 Stony Point Parkway, Richmond, VA 23235

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? Yes No

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?\$ NONE

3. Does the offering permit joint ownership of a single unit? Yes No

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. It more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) All States

- | | | | | | | | | | | | | |
|------|------|------|------|------|------|------|------|------|------|------|------|------|
| [AL] | [AK] | [AZ] | [AR] | [CA] | [CO] | [CT] | [DE] | [DC] | [FL] | [GA] | [HI] | [ID] |
| [IL] | [IN] | [IA] | [KS] | [KY] | [LA] | [ME] | [MD] | [MA] | [MI] | [MN] | [MS] | [MO] |
| [MT] | [NE] | [NV] | [NH] | [NJ] | [NM] | [NY] | [NC] | [ND] | [OH] | [OK] | [OR] | [PA] |
| [RI] | [SC] | [SD] | [TN] | [TX] | [UT] | [VT] | [VA] | [WA] | [WV] | [WI] | [WY] | [PR] |

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

OFFERING PRICE. NUMBER OF INVESTORS. EXPENSES AND USE OF PROCEEDS

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security

	Aggregate Number of Securities Shares Exchanged	Total Shares Warner Received in Exchange
Debt.....	\$ <u>0</u>	\$ <u>0</u>
Equity: Contribution of Shares of Common Stock, Preferred Stock and partnership interests in exchange for issuance of Warner Common Stock and Preferred Stock (collectively, "WARNER Shares").....	<u>374,410.834</u> <u>WARNER</u> Shares	<u>374,410.834</u> <u>WARNER</u> Shares
	[✓] 146,202.949 Shares of Warner Common Stock, par value \$0.001 per share ("WARNER Common") ¹	
	[✓] 228,207.885 Shares of Warner Series A Preferred Stock, par value \$0.001 per share ("WARNER Preferred")	
Convertible Securities (including warrants):.....	\$ <u>0</u>	\$ <u>0</u>
Partnership Interests.....	\$ <u>0</u>	\$ <u>0</u>
Other (Specify _____).....	\$ <u>0</u>	\$ <u>0</u>
Total.....	<u>374,410.834</u> <u>WARNER</u> Shares	<u>374,410.834</u> <u>WARNER</u> Shares

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number of Investors	Aggregate Number of Warner Shares Issued Upon Exchange
Accredited Investors.....	<u>19</u> ²	<u>374,410.834</u> <u>WARNER</u> Shares
Non-accredited Investors.....	\$ <u>0</u>	\$ <u>0</u>
Total (for filings under Rule 504 only).....	\$ <u>N/A</u>	\$ <u>N/A</u>

Answer also in Appendix, Column 4, if filing under ULOE.

¹ The issuance of securities of WARNER involved the contributions of outstanding shares of common stock, preferred stock and limited partnership interests held by other entities affiliated with WARNER in a security-for-security exchange, as follows: (a) each of the holders of common stock of Colfax Corporation (of which WARNER is an affiliate) ("COLFAX") contributed each such share to WARNER in exchange for 112.6272 shares of WARNER common stock; (b) the holders of COLFAX preferred stock exchanged such shares for an equal number of shares of WARNER preferred stock for (a) and (b) together (in the aggregate 1,000 shares of COLFAX common and 127,167.75 preferred stock); (c) the holders of American Enterprises MPT Corp. ("MPT") common stock contributed each such share (in the aggregate 200,002,000 shares of MPT Stock) to WARNER in exchange for .0000379 shares of WARNER common stock; and (d) the holders of 40% of the partnership interests of American Enterprises MPT Holdings, L.P., contributed such interests in exchange for, in the aggregate, 25,998.40 shares of WARNER common stock.

² Of the 19 investors, 3 were current holders of WARNER Preferred.

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C Question 1.

4.

Type of Offering.....	Type of Security	Dollar Amount Sold
Rule 505.....	<u>N/A</u>	\$ <u>N/A</u>
Regulation A.....	<u>N/A</u>	\$ <u>N/A</u>
Rule 504.....	<u>N/A</u>	\$ <u>N/A</u>
Total.....	<u>N/A</u>	\$ <u>N/A</u>

4 a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer of Agent's Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Printing and Engraving Costs.....	<input type="checkbox"/>	\$ <u>0</u>
Leal Fees (Rounded).....	<input checked="" type="checkbox"/>	\$ <u>114,286</u>
Accounting Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Engineering Fees.....	<input type="checkbox"/>	\$ <u>0</u>
Sales Commissions (specify finders' fees separately).....	<input type="checkbox"/>	\$ <u>0</u>
Other Expenses (identify).....	<input type="checkbox"/>	\$ <u>0</u>
Total (Rounded).....	<input checked="" type="checkbox"/>	\$ <u>114,286</u>

ALL EXPENSES PAID IN CONNECTION WITH THE SECURITY-FOR-SECURITY EXCHANGE IN A MERGER WERE NOT DEDUCTED FROM THE AGGREGATE OFFERING AMOUNT OF THE STOCK ISSUED

b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer.".....

\$ N/A*

*There are no proceeds in connection with a securities-for-securities exchange

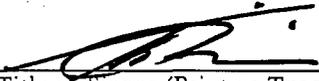
OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

5. Indicate below the amount of the adjusted gross proceed to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

		Payments to Officers, Directors & Affiliates		Total Number of WARNER Shares Issued in Exchange
Salaries and fees.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase of real estate.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Purchase, rental or leasing and installation of machinery and equipment.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Construction or leasing of plant buildings and facilities.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger).....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Repayment of indebtedness.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Working capital.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	\$ 0
Other (specify): <u>Securities-for-Securities exchange in consideration of the reorganization of a corporation and as affiliate companies into a limited liability company</u>	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	<u>374,410,834 WARNER Shares</u>
Column Totals.....	<input type="checkbox"/>	\$ 0	<input type="checkbox"/>	<u>374,410,834 WARNER Shares</u>
Total Payments Listed (column totals added).....				<u>374,410,834 WARNER Shares</u>

D. FEDERAL SIGNATURE

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) WARNER ELECTRIC GROUP, INC.	Signature 	Date June 10, 2003
Name of Signer (Print or Type) Thomas M. O'Brien	Title of Signer (Print or Type) Senior Vice President, General Counsel and Secretary	

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C.1001.)