

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-05-16** | Period of Report: **2013-05-13**
SEC Accession No. [0000950159-13-000342](#)

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FILER

TECHPRECISION CORP

CIK: **1328792** | IRS No.: **000000000** | Fiscal Year End: **0313**
Type: **8-K** | Act: **34** | File No.: **000-51378** | Film No.: **13850556**
SIC: **3440** Fabricated structural metal products

Mailing Address

3477 CORPORATE
PARKWAY
CENTER VALLEY PA 18034

Business Address

3477 CORPORATE
PARKWAY
CENTER VALLEY PA 18034
484-693-1700

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest reported): May 16, 2013 (May 13, 2013)

TECHPRECISION CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware 000-51378 51-0539828
(State or Other Jurisdiction (Commission File Number) (IRS Employer Identification
of Incorporation or No.)
Organization)

**3477 Corporate Parkway, Suite 140
Center Valley, PA 18034**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(484) 693-1700**

Copies to:

Scott R. Jones
Pepper Hamilton LLP
3000 Two Logan Sq.
18th and Arch Streets
Philadelphia, PA 19103-2799
Phone: (215) 981-4000
Fax: (215) 981-4750

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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 13, 2013, James Molinaro, the Chief Executive Officer and a director of TechPrecision Corporation (the “*Company*”) resigned all positions he held with the Company, effective as of the close of business on May 13, 2013.

The Company’s Board of Directors (the “*Board*”) appointed Leonard Anthony, the current Chairman of the Board, to assume the responsibilities of the Company’s principal executive officer as Executive Chairman while the Company undertakes a search for a permanent Chief Executive Officer.

Mr. Anthony, who is 58 years old, has been a member of the Board since September 2010 and currently serves as the Chairman of the Board and as a member of its audit and compensation committees. He served as President, Chief Executive Officer and Director of WCI Steel, Inc., an integrated producer of custom steel products, from December 2007 to October 2008. Mr. Anthony was the Executive Vice President and Chief Financial Officer of Dresser-Rand Group Inc. (NYSE: DRC), a global supplier of rotating equipment solutions to the oil, gas, petrochemical and processing industries from April 2005 to August 2007. Prior to joining DRC, Mr. Anthony served as Chief Financial Officer of International Steel Group (2003-2005) and held various positions at Bethlehem Steel, including Chief Financial Officer and Treasurer (1979-2003). Mr. Anthony has more than 25 years of financial and operational management experience. Mr. Anthony has been a Member of the Board of Directors and chairman of the audit committee for MRC Global Inc. (NYSE: MRC) since September 2008 and has served as a Director of NanoSteel Company, Inc. since June 2012. Mr. Anthony previously served as a Director of Guardian Industries.

There are no family relationships between Mr. Anthony and any of the Company’s directors or executive officers and Mr. Anthony is not a party to any transaction with the Company that would require disclosure under Item 404 of Regulation S-K, promulgated under the Securities Exchange Act of 1934, as amended.

Compensation arrangements for Mr. Anthony’s service as Executive Chairman have not yet been determined, however the Board has authorized the chairman of the compensation committee of the Board to negotiate with Mr. Anthony regarding such compensation arrangements.

On May 13, 2013, the Company issued a press release announcing the events described above. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release dated May 13, 2013](#)



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.

Date: May 15, 2013

By: /s/ Richard Fitzgerald
Name: Richard Fitzgerald
Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit
Number** **Exhibit**

99.1 [Press Release dated May 13, 2013](#)

Company Contact:

Mr. Richard F. Fitzgerald
Chief Financial Officer
TechPrecision Corporation
Tel: 1-484-693-1702
Email: FitzgeraldR@techprecision.com
Website: www.techprecision.com

Investor Relations Contact:

Hayden IR
Brett Maas
Phone: 1-646-536-7331
Email: brett@haydenir.com
Website: www.haydenir.com

FOR IMMEDIATE RELEASE

James Molinaro Resigns as TechPrecision Corporation Chief Executive Officer and Director

Leonard Anthony to serve as Executive Chairman while search for new CEO is underway

Center Valley, PA – May 13, 2013 – TechPrecision Corporation (OTC Bulletin Board: TPCS) (“TechPrecision” or the “Company”), an industry leading global manufacturer of precision, large-scale fabricated and machined metal components and tested systems with customers in the alternative energy, cleantech, medical, nuclear, defense, aerospace and other commercial industries, reported today that James Molinaro, the Company’s Chief Executive Officer, informed the Company’s board of directors that he has decided to resign from all positions he holds with the Company, including the positions of Chief Executive Officer and director, to pursue other opportunities. Such resignation shall be effective as of the close of business on May 13, 2013.

The Company’s board of directors has given Leonard Anthony, the current chairman of the board of directors, the responsibilities of the Company’s principal executive officer, making him the Company’s Executive Chairman while the Company undertakes a search to find a permanent Chief Executive Officer. The Company is also discussing with Mr. Molinaro ways in which he and the Company can work together during this transition.

“I want to thank the teams at TechPrecision, Ranor and WCMC for all their support as we undertook a focused transition to multiple strategic products and customers; I wish the entire team much success,” said Mr. Molinaro. Leonard Anthony expressed his gratitude to Jim for his years of service and looks forward to his new role as Executive Chairman until a permanent Chief Executive Officer is hired.

About TechPrecision Corporation

TechPrecision Corporation, through its wholly owned subsidiaries, Ranor, Inc., and Wuxi Critical Mechanical Components Co., Ltd., globally manufactures large-scale, metal fabricated and machined precision components and equipment. These products are used in a variety of markets including: alternative energy (Solar and Wind), cleantech, medical, nuclear, defense, industrial, and aerospace to name a few. TechPrecision’s goal is to be an end-to-end global service provider to its customers by furnishing customized and integrated “turn-key” solutions for completed products requiring custom fabrication and machining, assembly, inspection and testing. To learn more about the Company, please visit the corporate website at <http://www.techprecision.com>. Information on the Company’s website or any other website does not constitute a part of this press release.



Safe Harbor Statement

This release contains certain "forward-looking statements" relating to the business of the Company and its subsidiary companies. These forward looking statements are often identified by the use of forward-looking terminology such as "believes," "expects" or similar expressions. Such forward looking statements involve known and unknown risks and uncertainties that may cause actual results to be materially different from those described herein as anticipated, believed, estimated or expected. Investors should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including the Company's ability to identify and hire a candidate to serve as the Company's chief executive officer, and other risks discussed in the company's periodic reports that are filed with the Securities and Exchange Commission and available on its website (www.sec.gov). All forward-looking statements attributable to the Company or to persons acting on its behalf are expressly qualified in their entirety by these factors other than as required under the securities laws. The Company does not assume a duty to update these forward-looking statements.

