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

FORM S-1

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

TITAN MACHINERY INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

5080

(Primary Standard Industrial
Classification Code Number)

45-0357838

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

**4876 Rocking Horse Circle
Fargo, ND 58104-6049
(701) 356-0130**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**David J. Meyer
Chairman and Chief Executive Officer
Titan Machinery Inc.
4876 Rocking Horse Circle
Fargo, ND 58104-6049
(701) 356-0130**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Melodie R. Rose
Alexander Rosenstein
Fredrikson & Byron, P.A.
200 South Sixth Street
Suite 4000
Minneapolis, MN 55402-1425
(612) 492-7000**

**W. Morgan Burns
Jonathan R. Zimmerman
Faegre & Benson LLP
2200 Wells Fargo Center
90 South Seventh Street
Minneapolis, MN 55402-3901
(612) 766-7000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, as amended, check the following box. ☐

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration number of the earlier effective registration statement for the same offering. ☒ 333-150478

If this Form is a post effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price (1)(2)	Amount of Registration Fee
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- (1) In accordance with Rule 457(o) under the Securities Act of 1933, as amended (the “Act”) the number of shares being registered and the proposed maximum offering price per share are not included in this table.
- (2) The Registrant previously registered an aggregate of \$91,810,250 of Common Stock on Registration Statement on Form S-1 (File No. 333-150478), as amended, which was declared effective on May 15, 2008 and for which a filing fee of \$3,616 was previously paid.

**THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE SECURITIES AND
EXCHANGE COMMISSION IN ACCORDANCE WITH RULE 462(B) UNDER THE ACT.**

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed with respect to an increase in the proposed maximum offering price of the common stock, par value \$0.00001 per share (“Common Stock”), of Titan Machinery Inc., a Delaware corporation, pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement includes the registration statement facing page, this page, the signature page, an exhibit index, an opinion of counsel regarding the legality of the securities being registered and a related consent, and the consent of an independent registered public accounting firm. This Registration Statement relates to the Registrant’s Registration Statement on Form S-1, as amended (File No. 333-150478) (the “Original Registration Statement”), initially filed by the Registrant on April 28, 2008 and declared effective by the Securities and Exchange Commission on May 15, 2008. The Registrant is filing this Registration Statement for the sole purpose of increasing the maximum aggregate offering price for the Common Stock offered to reflect the actual public offering of 4,200,000 shares of the Common Stock, plus an over-allotment option of 630,000 shares, at a price of \$20.00 per share for a total maximum offering price of \$96,600,000. Pursuant to Rule 462(b), the contents of the Original Registration Statement, including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this registration statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fargo, State of North Dakota on this 16th day of May, 2008.

TITAN MACHINERY INC.

By: /s/ David J. Meyer
David J. Meyer
Chairman of the Board and Chief Executive
Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ David J. Meyer</u> David J. Meyer	Chairman of the Board and Chief Executive Officer (principal executive officer)	May 16, 2008
<u>*</u> Peter Christianson	President, Chief Financial Officer and Director (principal financial and accounting officer)	May 16, 2008
<u>*</u> Gordon Paul Anderson	Director	May 16, 2008
<u>*</u> John Bode	Director	May 16, 2008
<u>*</u> Tony Christianson	Director	May 16, 2008

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James Irwin Director May 16, 2008

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James Williams Director May 16, 2008

By: /s/ David J. Meyer
David J. Meyer
Attorney-In-Fact

3

**TITAN MACHINERY INC.
REGISTRATION STATEMENT ON FORM S-1**

EXHIBIT INDEX

No.	Description
5.1	Opinion of Fredrikson & Byron, P.A.
23.1	Consent of Eide Bailly, LLP
23.2	Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1)
24.1*	Power of Attorney

* Incorporated by reference from the Registrant's Registration Statement on Form S-1, as amended (File No. 333-150478), initially filed by the Registrant on April 28, 2008 and declared effective by the Securities and Exchange Commission on May 15, 2008.

4

May 16, 2008

Titan Machinery Inc.
4876 Rocking Horse Circle
Fargo, North Dakota 58104-6049

Re: Registration Statement on Form S-1 – Exhibit 5.1

Ladies and Gentlemen:

We have acted as counsel for Titan Machinery Inc., a Delaware corporation (the “Company”) in connection with the Company’s filing of a Registration Statement on Form S-1 (File No. 333-150478) (the “Original Registration Statement”) relating to the registration under the Securities Act of 1933, as amended (the “Act”), of 4,025,000 shares of the Company’s common stock, par value \$0.00001 per share (the “Original Shares”). We have also acted as counsel in connection with the Company’s filing of a Registration Statement on Form S-1 (the “Registration Statement”) relating to the registration of an additional 805,000 shares of the Company’s common stock, par value \$0.00001 per share (the “Additional Shares”) (collectively the Original Shares and the Additional Shares are referred to as the “Shares”). Of the aggregate number of Shares, 4,180,000 will be sold by the Company, including 630,000 Shares subject to an over-allotment option, and 650,000 Shares will be sold by certain selling stockholders named in the Original Registration Statement (the “Selling Stockholders”).

In connection with rendering this opinion, we have reviewed the following:

1. The Company’s Certificate of Incorporation (the “Certificate of Incorporation”);
2. The Company’s Bylaws; and
3. Certain corporate resolutions, including resolutions of the Company’s Board of Directors pertaining to the issuance by the Company of Shares covered by the Original Registration Statement.

Based upon the following and upon the representations and information provided by the Company, we hereby advise you that in our opinion:

1. The Certificate of Incorporation validly authorizes the issuance of the Shares registered pursuant to the Registration Statement to be issued and sold by the Company.
2. Upon the delivery and payment therefor in accordance with the terms of the Registration Statement and the Underwriting Agreement described in the Registration Statement, the Shares to be issued and sold by the Company will be validly issued, fully paid and nonassessable.
3. The Shares to be sold by the Selling Stockholders are validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm under the caption “Legal Matters” included in the Registration Statement and the related Prospectus.

Very truly yours,

/s/ Fredrikson & Byron, P.A.

FREDRIKSON & BYRON, P.A.

Consent of Independent Registered Public Accounting Firm

We consent to the use in this Registration Statement on Form S-1 of Titan Machinery Inc. of our report dated April 23, 2008, relating to our audits of the financial statements of Titan Machinery Inc. as of January 31, 2008 and 2007, and for each of the years in the three year period ended January 31, 2008.

We also consent to the reference to our firm under the caption “Experts” in this Registration Statement.

/s/ Eide Bailly LLP

Minneapolis, Minnesota

May 16, 2008
