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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **May 16, 2008**

**TITAN MACHINERY INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**0001409171**

(Commission File Number)

**45-0357838**

(IRS Employer  
Identification No.)

**4876 Rocking Horse Circle**

**Fargo, ND 58104-6049**

(Address of Principal Executive Offices) (Zip Code)

**(701) 356-0130**

(Registrant's telephone number, including area code)

Not Applicable

(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))
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**Item 8.01 Other Events.**

On May 16, 2008, Titan Machinery Inc. (the "Company") announced that it had priced its follow-on offering of common stock at \$20.00 per share. The full text of the press release is set forth in Exhibit 99.1 attached hereto and is incorporated in this Report as if fully set forth herein.

On May 19, 2008, the Company announced that the underwriters had exercised their over-allotment option in full to purchase an additional 630,000 shares of the Company's common stock. The full text of the press release is set forth in Exhibit 99.2 attached hereto and is incorporated in this Report as if fully set forth herein.

On May 21, 2008, the Company announced that it closed its public offering of shares of its common stock at a price of \$20.00 per share, pursuant to which the Company sold a total of 4,180,000 shares of common stock and selling stockholders sold 650,000 shares. The full text of the press release is set forth in Exhibit 99.3 attached hereto and is incorporated in this Report as if fully set forth herein.

**Item 9.01 Financial Statements and Exhibits.**

- (a) Financial statements: None.
- (b) Pro forma financial information: None.
- (c) Exhibits:
  - 99.1 Press release dated May 16, 2008.

99.2 Press release dated May 19, 2008

99.3 Press release dated May 21, 2008

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### 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.

Dated: May 22, 2008

TITAN MACHINERY INC.

By /s/ Mark Kalvoda  
Mark Kalvoda  
Chief Accounting Officer

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### SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

### EXHIBIT INDEX TO FORM 8-K

Date of Report:  
May 22, 2008

Commission File No.:  
000-1409171

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TITAN MACHINERY INC.

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EXHIBIT NO.	ITEM
99.1	Press release dated May 16, 2008.
99.2	Press release dated May 19, 2008
99.3	Press release dated May 21, 2008

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Exhibit 99.1

### **Titan Machinery Inc. Prices Follow-on Offering of 4.2 Million Shares of Common Stock**

Fargo, ND, — May 16, 2008—Titan Machinery Inc. (Nasdaq: TITN), a leading network of full service agriculture and construction equipment stores, announced today that its previously-announced offering of common stock has been priced at \$20.00 per share. The 4,200,000 share offering represents an increase of 700,000 shares, or 20%, from the Company's original announcement of the offering. The Company is offering 3,550,000 shares of common stock and selling stockholders are offering the remaining 650,000 shares. In addition, the Company has granted the underwriters a 30-day option to purchase up to an additional 630,000 shares of common stock at the offering price to cover over-allotments, if any. The Company will not receive any of the proceeds from the sale of shares by the selling stockholders.

Craig-Hallum Capital Group and Robert W. Baird & Co. are acting as book-running managers for the offering. This offering is being made solely by means of a prospectus. Copies of the final prospectus of the offering may be obtained from Craig-Hallum Capital Group at 222 South Ninth Street, Suite 350, Minneapolis, MN 55402, (612) 334-6300.

A registration statement relating to these securities was declared effective by the Securities and Exchange Commission on May 15, 2008. This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

## About Titan Machinery

Titan Machinery Inc., founded in 1980 and headquartered in Fargo, North Dakota, owns and operates one of the largest networks of full service agricultural and construction equipment stores in North America. Currently, the Titan Machinery network consists of 42 dealerships in North Dakota, South Dakota, Minnesota, Iowa and Nebraska, including two outlet stores, representing one or more of the CNH Brands (NYSE:CNH - News) CaseIH, New Holland Agriculture, Case Construction, New Holland Construction, Kobelco and CNH Capital. Additional information about Titan Machinery Inc. can be found at [www.titanmachinery.com](http://www.titanmachinery.com).

CONTACT: ICR, Inc.  
John Mills, 310-954-1100



**Exhibit 99.2**

### **Titan Machinery Inc. Announces Over-allotment Exercise of 630,000 Shares**

Fargo, ND, — May 19, 2008—Titan Machinery Inc. (Nasdaq: TITN), a leading network of full service agriculture and construction equipment stores, announced today that the underwriters of its previously-announced offering of common stock have exercised their over-allotment option in full to purchase an additional 630,000 shares of the Company's common stock at the public offering price of \$20.00 per share, less the applicable underwriting discount.

With the exercise of the over-allotment option, the Company is offering a total of 4,180,000 shares of common stock and selling stockholders are offering 650,000 shares. The Company will not receive any of the proceeds from the sale of shares by the selling stockholders.

Craig-Hallum Capital Group and Robert W Baird & Co. are acting as book-running managers for the offering. This offering is being made solely by means of a prospectus. Copies of the final prospectus relating to the offering may be obtained from Craig-Hallum Capital Group at 222 South Ninth Street, Suite 350, Minneapolis, MN 55402, (612) 334-6300.

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CONTACT: ICR, Inc.  
John Mills, 310-954-1100



**Exhibit 99.3**

### **Titan Machinery Inc. Announces Closing of Follow-On Offering**

Fargo, ND, — May 21, 2008—Titan Machinery Inc. (Nasdaq: TITN), a leading network of full service agriculture and construction equipment stores, announced today the closing of its follow-on offering of common stock. With the previously announced exercise of the over-allotment option, the Company sold a total of 4,180,000 shares of common stock and selling stockholders sold 650,000 shares.

Craig-Hallum Capital Group and Robert W Baird & Co. acted as book-running managers for the offering. This offering was made solely by means of a prospectus. Copies of the final prospectus relating to the offering may be obtained from Craig-Hallum Capital Group at 222 South Ninth Street, Suite 350, Minneapolis, MN 55402, (612) 334-6300.

A registration statement relating to these securities was declared effective by the Securities and Exchange Commission on May 15, 2008. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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