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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): **April 29, 2011**

**TITAN MACHINERY INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**001-33866**

(Commission File Number)

**45-0357838**

(IRS Employer  
Identification No.)

**644 East Beaton Drive, West Fargo ND 58078-2648**

(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**

Public Offering

On April 29, 2011, Titan Machinery Inc. (the "Company") announced that it will engage in an underwritten public offering of 2,000,000 shares of the Company's common stock, subject to an over-allotment option of up to 300,000 additional shares (the "Offering"), pursuant to its shelf registration statement on Form S-3 (Reg. No. 333-171063), which was declared effective by the Securities and Exchange Commission on January 21, 2011.

A copy of the press release announcing the Offering is included in this Current Report on Form 8-K as Exhibit 99.1 and is incorporated by reference into this Item 8.01.

Stock Trading Plans

On April 29, 2011, certain directors of the Company, or entities affiliated with such directors, entered into Stock Trading Plans (the "Plans," or individually a "Plan") established in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934 and the Company's policies regarding stock transactions. Adam Smith Fund and Adam Smith Growth Partners, entities affiliated with Tony Christianson, a director of the Company, entered into Plans to sell an aggregate of 170,000 shares, and Gordon Paul Anderson, a director of the Company, entered into a Plan to sell 15,000 shares. The Plans allow the broker that is a party to the Plans to sell shares on behalf of the directors, or their affiliated entities, at any time for a period of 30 days beginning on the second trading day following pricing of the Offering.

**Item 9.01      Financial Statements and Exhibits.**

- (a) Financial statements: None.

(b) Pro forma financial information: None.

(d) Exhibits:

99.1 Press release dated April 29, 2011

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### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

TITAN MACHINERY INC.

Date: April 29, 2011

By /s/ Mark P. Kalvoda  
Mark P. Kalvoda  
Chief Financial Officer

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### SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

### EXHIBIT INDEX to FORM 8-K

TITAN MACHINERY INC.

Date of Report:  
April 29, 2011

Commission File No.:  
001-33866

<u>Exhibit No.</u>	<u>ITEM</u>
99.1	Press release dated April 29, 2011

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## TITAN MACHINERY ANNOUNCES PUBLIC OFFERING OF COMMON STOCK

WEST FARGO, N.D.—April 29, 2011— Titan Machinery Inc. (NASDAQ: TITN) today announced that it intends to engage in an underwritten public offering of 2,000,000 shares of its common stock, subject to an over-allotment option of up to 300,000 additional shares, pursuant to an effective shelf registration statement.

Craig-Hallum Capital Group LLC and Robert W. Baird & Co. have agreed to act as joint book-running managers of the offering, with Stephens Inc. and Feltl and Company acting as co-managers.

The offering will be conducted pursuant to an effective shelf registration statement, which is on file with the Securities and Exchange Commission. A prospectus supplement related to the offering will be filed with the Securities and Exchange Commission. When available, copies of the prospectus supplement and the base prospectus related to the offering may be obtained from Craig-Hallum Capital Group LLC at 222 South Ninth Street, Suite 350, Minneapolis, Minnesota 55402, or by calling 612-334-6300.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy any securities of Titan Machinery, and there shall not be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or jurisdiction.

### About Titan Machinery Inc.

Titan Machinery Inc., founded in 1980 and headquartered in West Fargo, North Dakota, is a multi-unit business with mature locations and newly-acquired locations. The Company owns and operates a network of full service agricultural and construction equipment stores in the United States. Upon closing of the acquisition of the Carlson Tractor and Equipment dealership, the Titan Machinery network will consist of 83 dealerships in North Dakota, South Dakota, Iowa, Minnesota, Montana, Nebraska and Wyoming, including two outlet stores, representing one or more of the CNH Brands (NYSE: CNH), a majority-owned subsidiary of Fiat Industrial (Milan: FI.MI), including Case IH, 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).

### Forward-Looking Information

This release contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the Company’s expectations regarding the completion of the public offering. These statements are based on management’s current expectations and accordingly are subject to uncertainty and changes in circumstances. Actual results and the timing of events may vary materially from those expressed or implied by such forward-looking statements due to various important factors, including, without limitation, risks and uncertainties related to the Company’s business and the satisfaction of the conditions of the closing of the public offering. More detailed information about those factors is set forth in the Company’s filings with the Securities and Exchange Commission, including the Company’s annual report on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. The Company is under no obligation (and expressly disclaims any such obligation) to update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

*Contact:*  
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