

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**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)

**45-0357838**  
(I.R.S. Employer  
Identification Number)

**644 East Beaton Drive  
West Fargo, ND 58078**  
(Address of Principal Executive Office and Zip Code)

**Amended and Restated Titan Machinery Inc. 2005 Equity Incentive Plan**  
(Full Title of the Plan)

**David J. Meyer**  
**Chairman and Chief Executive Officer**  
**Titan Machinery Inc.**  
**644 East Beaton Drive**  
**West Fargo, ND 58078**  
**(701) 356-0130**  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

**Copies to:**  
**Melodie R. Rose, Esq.**  
Fredrikson & Byron, P.A.  
200 South Sixth Street, Suite 4000  
Minneapolis, Minnesota 55402

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer ☐      Accelerated filer ☒      Non-accelerated filer ☐      Smaller Reporting Company ☐  
(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price(2)	Amount of Registration Fee
Awards to Purchase Common Stock under the Amended and Restated 2005 Equity Incentive Plan	Indefinite	\$ 0.00	\$ 0.00	\$ 0.00
Common Stock issuable under the Amended and Restated 2005 Equity Incentive Plan	500,000 shares	\$ 21.68	\$ 10,840,000	\$ 1,242.26
<b>TOTAL:</b>				<b>\$ 1,242.26</b>

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this Registration Statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan described herein and any additional securities which may become issuable pursuant to anti-dilution provisions of the plan.
- (2) Estimated pursuant to Rule 457(h) solely for the purpose of calculating the registration fee and based upon the average of the high and low prices of the Registrant's Common Stock on November 10, 2011.

## STATEMENT OF INCORPORATION BY REFERENCE

A Registration Statement was filed on February 28, 2008 (Registration No. 333-149426) (the "Prior Registration Statement"), to register under the Securities Act of 1933, among other things, shares of Titan Machinery Inc. common stock (the "Common Stock"), issuable under the Titan Machinery Inc. 2005 Equity Incentive Plan. This Registration Statement has been prepared and filed pursuant to and in accordance with the requirements of General Instruction E to Form S-8 for the purpose of effecting the registration under the Securities Act of 1933 of, among other things, an additional 500,000 shares of Common Stock that are issuable under the Amended and Restated Titan Machinery Inc. 2005 Equity Incentive Plan. The Prior Registration Statement is incorporated herein by reference, except for Item 8 — Exhibits.

### PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 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 Power of Attorney (included on Signature Page).

2

### SIGNATURES

**The Registrant.** Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of West Fargo, State of North Dakota, on November 14, 2011.

TITAN MACHINERY INC.  
(the "Registrant")

By /s/ David J. Meyer  
David J. Meyer, Chairman and Chief Executive Officer

(Power of Attorney)

Each of the undersigned constitutes and appoints David J. Meyer and Mark P. Kalvoda his true and lawful attorney-in-fact and agent, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign the Form S-8 Registration Statement of Titan Machinery Inc. relating to the Company's Amended and Restated 2005 Equity Incentive Plan and any or all amendments or post-effective amendments to the Form S-8 Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as the undersigned might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, each acting alone, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed by the following persons in the capacities and on the dates listed below.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ David J. Meyer</u> David J. Meyer	Chairman and Chief Executive Officer (principal executive officer)	November 14, 2011
<u>/s/ Peter J. Christianson</u> Peter J. Christianson	President, Chief Operating Officer and Director	November 14, 2011
<u>/s/ Mark P. Kalvoda</u> Mark P. Kalvoda	Chief Financial Officer (principal financial and accounting officer)	November 14, 2011
<u>/s/ Gordon Paul Anderson</u> Gordon Paul Anderson	Director	November 14, 2011
<u>/s/ John S. Bode</u> John S. Bode	Director	November 14, 2011
<u>/s/ Tony J. Christianson</u>	Director	November 14, 2011

Tony J. Christianson

<u>/s/ James L. Irwin</u> James L. Irwin	Director	November 14, 2011
<u>/s/ James L. Williams</u> James L. Williams	Director	November 14, 2011
<u>/s/ Theodore M. Wright</u> Theodore M. Wright	Director	November 14, 2011
<u>/s/ Stanley K. Dardis</u> Stanley K. Dardis	Director	November 14, 2011

3

---

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

TITAN MACHINERY INC.

Form S-8 Registration Statement

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit Description</b>
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	Power of Attorney (included on Signature Page).

4

---

FREDRIKSON & BYRON, P.A.  
200 South Sixth Street, Suite 4000  
Minneapolis, Minnesota 55402  
Telephone: (612) 492-7000  
Facsimile: (612) 492-7077

November 14, 2011

Titan Machinery Inc.  
644 East Beaton Drive  
West Fargo, ND 58078

Re: Registration Statement on Form S-8

Ladies/Gentlemen:

We are acting as corporate counsel to Titan Machinery Inc. (the "Company") in connection with the filing by the Company of a registration statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"), covering 500,000 shares (the "Shares") of Common Stock issuable pursuant to the Amended and Restated Titan Machinery Inc. 2005 Equity Incentive Plan (the "Plan").

In acting as such counsel and for the purpose of rendering this opinion, we have reviewed copies of the following, as presented to us by the Company: (i) the Company's Certificate of Incorporation, (ii) the Company's Bylaws, as amended, (iii) certain corporate resolutions adopted by the Board of Directors and shareholders of the Company pertaining to the adoption and approval of the Plan, (iv) the Plan, and (v) the Registration Statement.

Based on, and subject to, the foregoing and upon representations and information provided by the Company or its officers or directors, it is our opinion as of this date that: (i) the Shares are validly authorized by the Company's Certificate of Incorporation and (ii) upon issuance and delivery of the Shares against receipt by the Company of the consideration for the Shares pursuant to the terms of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement.

Very truly yours,

FREDRIKSON & BYRON, P.A.

By /s/ Melodie R. Rose  
Melodie R. Rose, Vice President

---

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors and Stockholders  
Titan Machinery Inc.

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Titan Machinery Inc. of our reports dated April 18, 2011, with respect to the consolidated balance sheets of Titan Machinery Inc. as of January 31, 2011 and 2010, the related consolidated statements of operations, stockholders' equity, and cash flows for each of the years in the three-year period ended January 31, 2011, and the effectiveness of internal control over financial reporting as of January 31, 2011, which reports appear in the January 31, 2011 annual report on Form 10-K of Titan Machinery Inc.

/s/ Eide Bailly LLP

Minneapolis, Minnesota  
November 14, 2011

---

