

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): March 5, 2012**

**Park-Ohio Holdings Corp.**

(Exact name of registrant as specified in charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**000-03134**  
(Commission  
File Number)

**34-1867219**  
(IRS Employer  
Identification No.)

**6065 Parkland Blvd.  
Cleveland, OH 44124**  
(Address of Principal Executive Offices)

**(440) 947-2000**  
(Registrant's telephone number, including area code)

**Park-Ohio Industries, Inc.**

(Exact name of registrant as specified in charter)

**Ohio**  
(State or other jurisdiction  
of incorporation)

**333-43005-1**  
(Commission  
File Number)

**34-6520107**  
(IRS Employer  
Identification No.)

**6065 Parkland Blvd.  
Cleveland, OH 44124**  
(Address of Principal Executive Offices)

**(440) 947-2000**  
(Registrant's telephone number, including area code)

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.):

- ☐ 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 1.01. Entry into a Material Definitive Agreement.**

On March 5, 2012, Park-Ohio Industries, Inc. (“Industries”), a wholly owned subsidiary of Park-Ohio Holdings Corp., and Industries’ wholly owned subsidiary, Automotive Holding Acquisition Corp. (the “Merger Sub”), entered into an Agreement and Plan of Merger (the “Merger Agreement”) with Fluid Routing Solutions Holding Corp. (“FRS”) and FRS Group, LP (the “Representative”), as representative of the holders of FRS’s outstanding common stock and options to purchase common stock. The Merger Agreement provides that, upon the terms and subject to the conditions set forth in the Merger Agreement, the Merger Sub will merge with and into FRS, with FRS surviving the merger as a wholly owned subsidiary of Industries (the “Acquisition”).

FRS is a manufacturer of fuel filler assemblies, extruded hoses and other fluid handling products.

The purchase price of the Acquisition is \$97,500,000 in cash. The purchase price of the Acquisition is also subject to a customary working capital adjustment. Industries intends to fund the purchase price with cash on hand, borrowings under its existing credit facility and new long-term debt in the amount of approximately \$25,000,000 for which it has received a commitment.

The Merger Agreement provides for customary representations, warranties, covenants and agreements, including, among others, that each party will use commercially reasonable efforts to complete the Acquisition. The Merger Agreement also provides Industries and FRS with certain termination rights.

The completion of the Acquisition is subject to the satisfaction or waiver of a number of customary conditions, including the expiration of waiting periods and the receipt of approvals under the Hart-Scott-Rodino Antitrust Improvements Act.

A copy of the press release, dated March 5, 2012, announcing the Acquisition is attached hereto as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 5, 2012

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## 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.

PARK-OHIO HOLDINGS CORP.

By: /s/ Robert D. Vilsack  
Name: Robert D. Vilsack  
Title: Secretary and General Counsel

Dated: March 6, 2012

PARK-OHIO INDUSTRIES, INC.

By: /s/ Robert D. Vilsack  
Name: Robert D. Vilsack  
Title: Secretary and General Counsel

Dated: March 6, 2012

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 5, 2012

FOR IMMEDIATE RELEASE

CONTACT: EDWARD F. CRAWFORD  
  
PARK-OHIO HOLDINGS CORP.  
  
(440) 947-2000

**ParkOhio Announces Agreement to Acquire Fluid Routing Solutions**

CLEVELAND, OHIO, March 5, 2012 – Park-Ohio Industries, Inc., a subsidiary of Park-Ohio Holdings Corp. (NASDAQ:PKOH), today announced that it has entered into an agreement to acquire Fluid Routing Solutions Inc. (“FRS”), a leading manufacturer of industrial hose products and fuel filler and hydraulic fluid assemblies, in an all cash transaction valued at \$97.5 million.

FRS products include fuel filler, hydraulic, and thermoplastic assemblies and several forms of manufactured hose including bulk and formed fuel, power steering, transmission oil cooling, hydraulic, and thermoplastic hose. FRS sells to automotive and industrial customers throughout North America, Europe, and Asia. FRS has five production facilities located in Florida, Michigan, Ohio, Tennessee, and the Czech Republic.

With over 950 employees, FRS achieved revenues of approximately \$190 million, for the trailing twelve months ended January 31, 2012. The transaction will be immediately accretive to earnings.

“We are pleased to add the FRS team to our ParkOhio family. FRS’ broad capabilities in the fuel and hydraulic hose markets will allow our Supply Technologies business to expand its product offerings to existing and new industrial customers worldwide. Additionally, the FRS leadership position in fuel filler assemblies will complement and augment our relationship with key OEM and aftermarket automotive customers,” said Edward F. Crawford, Chairman and Chief Executive Officer of Park-Ohio Industries.

The transaction is expected to close by March 30, 2012 subject to a number of customary conditions, including the expiration of waiting periods and the receipt of approvals under Hart-Scott-Rodino Antitrust Improvements Act.

A conference call reviewing ParkOhio’s fourth quarter results and discussing the proposed acquisition will be broadcast live over the Internet on Tuesday, March 6, commencing at 10:00 am Eastern Time. Simply log on to <http://www.pkoh.com>.

ParkOhio is a leading provider of supply chain logistics services and a manufacturer of highly engineered products. Headquartered in Cleveland, Ohio, the Company operates 31 manufacturing sites and 44 supply chain logistics facilities.

This news release contains forward-looking statements, including statements regarding future performance of the Company that are subject to certain risks, uncertainties and assumptions. Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those anticipated, estimated or projected.

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Among the key factors that could cause actual results to differ materially from expectations are: the ability to successfully close the acquisition in the expected timeframe or at all; the ability to successfully integrate FRS and achieve the expected results of the acquisition; the ability to retain FRS' management team and FRS' relationships with customers and suppliers; the cyclical nature of the vehicular industry; timing of cost reductions; labor availability and stability; changes in economic and industry conditions; adverse impacts to the Company, its suppliers and customers from acts of terrorism or hostilities; the financial condition of the Company's customers and suppliers, including the impact of any bankruptcies; the Company's ability to successfully integrate the operations of acquired companies; the uncertainties of environmental, litigation or corporate contingencies; and changes in regulatory requirements. These and other risks and assumptions are described in the Company's reports that are available from the United States Securities and Exchange Commission. The Company assumes no obligation to update the information in this release.

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