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EXIDE TECHNOLOGIES
Form SC 13D/A
February 28, 2005

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D
(Amendment No. 2)

Under the Securities Exchange Act of 1934*

Exide Technologies

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

302051206

(CUSIP Number)

Richard D. Holahan, Esq.
Assistant General Counsel
Soros Fund Management LLC
888 Seventh Avenue
33rd Floor
New York, New York 10106
(212) 262-6300

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

Copies to:

Thomas M. Cerabino, Esq.
Willkie Farr & Gallagher LLP
787 Seventh Avenue
New York, New York 10019-6099
(212) 728-8000

February 24, 2005

(Date of Event which Requires
Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of ss.ss. 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box [X].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 240.13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and

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for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Exhibit Index Appears on Page 7

SCHEDULE 13D

CUSIP No.302051206

Page 2 of 13 pages

| | | |
|---|---|------------------------|
| 1 | NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only) | |
| | Soros Fund Management LLC | |
| 2 | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) | (a) [] (b) [X] |
| 3 | SEC USE ONLY | |
| 4 | SOURCE OF FUNDS (See Instructions) | |
| | AF | |
| 5 | CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [] | |
| 6 | CITIZENSHIP OR PLACE OF ORGANIZATION | |
| | Delaware | |
| | 7 | SOLE VOTING POWER |
| | | 1,522,300 |
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH | 8 | SHARED VOTING POWER |
| | | 0 |
| | 9 | SOLE DISPOSITIVE POWER |
| | | 1,522,300 |

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10 SHARED DISPOSITIVE POWER

0

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,522,300

12 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
(See Instructions) []

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
6.2%

14 TYPE OF REPORTING PERSON (See Instructions)
OO, IA

SCHEDULE 13D

CUSIP No.302051206

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only)
George Soros (in the capacity described herein)

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)
(a) []
(b) [X]

3 SEC USE ONLY

4 SOURCE OF FUNDS (See Instructions)
AF

5 CHECK IF DISCLOSURE OF LEGAL PROCEEDING IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) []

6 CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7 SOLE VOTING POWER
1,522,300

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH 8 SHARED VOTING POWER
0

9 SOLE DISPOSITIVE POWER

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| | |
|-----------------------|--|
| REPORTING PERSON WITH | 1,522,300 |
| 10 | SHARED DISPOSITIVE POWER |
| | 0 |
| 11 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,522,300 |
| 12 | CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (See Instructions) [] |
| 13 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 6.2% |
| 14 | TYPE OF REPORTING PERSON (See Instructions) IA |

This Amendment No. 2 supplementally amends the statement on Schedule 13D previously filed on December 22, 2004 (as amended by Amendment No. 1 thereto previously filed on January 11, 2005, the "Schedule 13D" and collectively with this Amendment No. 2, the "Statement"). The Statement relates to the Common Stock, par value \$.01 per share (the "Shares"), of Exide Technologies, a Delaware corporation (the "Issuer"). The Statement is being filed on behalf of (1) Soros Fund Management LLC, a Delaware limited liability company ("SFM LLC"), and (2) George Soros, a United States citizen. SFM LLC and Mr. Soros are sometimes collectively referred to herein as the "Reporting Persons." Initially capitalized terms used herein and not otherwise defined have the meanings ascribed thereto in the Schedule 13D.

The Reporting Persons filed a statement on Schedule 13G on November 26, 2004 to report the acquisition of Shares which are the subject of the Statement, as a result of which the Reporting Persons may be deemed to be the beneficial owners of more than 5% of the outstanding Shares, and filed the original Schedule 13D because, in connection with their ongoing evaluation of the investment in the Issuer and their options with respect to such investment, they decided to seek to meet with the board of directors and/or members of senior management of the Issuer to indicate their views on issues relating to the strategic direction undertaken by the Issuer and other matters of interest to stockholders generally.

Item 4. Purpose of Transaction

Item 4 of the Statement is hereby amended by adding the following as the fourth paragraph of such Item:

On February 24, 2005, SFM LLC and the Issuer executed a confidentiality agreement, a copy of which is attached hereto as Exhibit F and incorporated into Item 6 of the Statement in its entirety. On February 28, 2005, SFM LLC sent a letter to the Issuer summarizing its position with respect to various corporate governance matters discussed with representatives of the Issuer. A copy of this letter is attached hereto as Exhibit E and incorporated herein in its entirety.

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Item 7. Material to be Filed as Exhibits

Exhibit A: Joint Filing Agreement by and among the Reporting Persons (incorporated by reference to the Schedule 13D filed by the Reporting Persons on December 22, 2004).

Exhibit B: Power of Attorney, dated as of October 30, 2002, granted by Mr. George Soros in favor of Armando T. Belly, John F. Brown, Jodye Anzalotta, Maryann Canfield, Richard D. Holahan, Jr. and Robert Soros (incorporated by reference to the Schedule 13G filed by the Reporting Persons on November 26, 2004).

Exhibit C: Joint Plan of Reorganization of the Official Committees of Unsecured Creditors and the Debtors, dated March 11, 2004 (incorporated by reference to the Issuer's Current Report on Form 8-K filed on May 6, 2004).

Exhibit D: Letter dated January 11, 2005 from SFM LLC to the Issuer (incorporated by reference to the Schedule 13D/A filed by the Reporting Persons on January 11, 2005).

Exhibit E: Letter dated February 28, 2005 from SFM LLC to the Issuer.

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Exhibit F: Confidentiality Agreement executed on February 24, 2005 between SFM LLC and the Issuer.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 28, 2005.

SOROS FUND MANAGEMENT LLC

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Assistant General Counsel

GEORGE SOROS

By: /s/ Richard D. Holahan, Jr.

Name: Richard D. Holahan, Jr.
Title: Attorney-in-Fact

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Exhibit Index

| Exhibit ----- | | Page ----- |
|------------------|--|---------------|
| Exhibit A | Joint Filing Agreement, dated December 22, 2004, among Soros Fund Management LLC N/A and George Soros (incorporated by reference to the Schedule 13D filed by the Reporting Persons on December 22, 2004). | N/A |
| Exhibit B | Power of Attorney, dated as of October 30, 2002, granted by Mr. George Soros in N/A favor of Armando T. Belly, John F. Brown, Jodye Anzalotta, Maryann Canfield, Richard D. Holahan, Jr. and Robert Soros (incorporated by reference to the Schedule 13G filed by the Reporting Persons on November 26, 2004). | N/A |
| Exhibit C | Joint Plan of Reorganization of the Official Committees of Unsecured Creditors and N/A the Debtors, dated March 11, 2004 (incorporated by reference to the Issuer's Current Report on Form 8-K filed on May 6, 2004). | N/A |
| Exhibit D | Letter dated January 11, 2005 from SFM LLC to Exide Technologies (incorporated by N/A reference to the Schedule 13D/A filed by the Reporting Persons on January 11, 2005). | N/A |
| Exhibit E | Letter dated February 28, 2005 from SFM LLC to Exide Technologies. | 8 |
| Exhibit F | Confidentiality Agreement executed on February 24, 2005 between SFM LLC and the Issuer. | 11 |