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NOBLE INTERNATIONAL LTD Form 8-K August 14, 2003

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM 8-K

| | CURRENT REPORT | |
|--|--|-----------------------------------|
| PURSUANT TO SECTION 13 OR | 15(d) OF THE SECURITIES EXC | HANGE ACT OF 1934 |
| Date of Report (Date of earlies | st event reported): August | 13, 2003 |
| NOBLE I | INTERNATIONAL, LTD. | |
| (Exact name of rec | gistrant as specified in its | charter) |
| Delaware | 001-13581 | 38-3139487 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 28213 Van Dyl | ke Avenue, Warren, Michigan | 48093 |
| (Address of pring (Address of pring) (Address of pr | ncipal executive offices) (Z including area code: (586 | |
| | er address, if changed since | |
| | - | - |
| | 1 | |

Acquisition of Assets.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

Α.

On July 31,2003, Noble International, Ltd. (the "Company"), through its wholly owned subsidiary, Noble Manufacturing Group, Inc. ("NMG") a Michigan

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corporation, consummated the acquisition of four percent (4%) of the common stock of SET Enterprises, Inc. There was no consideration paid for the stock.

The Company's acquisition of the SET Stock was in conjunction with SET's acquisition of Michigan Steel Processing, Inc. ("MSP"), a subsidiary of Sumitomo Corporation of America ("SCOA"), and Sumitomo Corporation of Japan ("SCJ"). SCOA and SCJ, joint owners of MSP, contributed all of the stock of MSP to SET, in exchange for forty-five percent of the stock of SET. The Company maintains its \$7.6 million non-convertible, non-voting preferred stock investment in SET.

As part of the transaction, SET entered into a new credit facility, which among other things, reduced Nobles's guaranty of certain portions of the facility from \$10.0 million to \$3.0 million. The Company's guaranty will be released in twelve months provided SET is in compliance with the terms of its credit agreement.

- ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.
 - (c) Exhibits.
 - 2.1 Agreement and Plan of Merger among SET, SCOA, SCJ, Company and NMG.

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SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NOBLE INTERNATIONAL, LTD., a Delaware corporation

By: /s/ Michael C. Azar

Michael C. Azar

Dated: August 13, 2003 Secretary and General Counsel

EXHIBIT INDEX

EXHIBIT NO. DESCRIPTION

EX- 2.1 Merger Agreement among SET, SCOA, SCJ, MSP and NMG.