

ALBANY INTERNATIONAL CORP /DE/  
Form 8-K  
February 22, 2012

**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 February 17, 2012  
of  
earliest  
event  
reported)

**ALBANY INTERNATIONAL CORP.**  
(Exact name of registrant as specified in its  
charter)

Delaware 0026                      14-0462060  
(State  
or  
other (Commission                      (I.R.S. Employer  
jurisdiction)                      Identification No.)  
of  
incorporation)  
216 Airport Drive,                      03867  
Rochester, NH  
(Address of principal                      (Zip Code)  
executive offices)

Registrant's telephone number, including  
area code    (518) 445-2200

(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 240.13a-4(c))

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**Item 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

**Item 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION**

On February 17, 2012, Albany International Corp. ("the Registrant"), and certain subsidiaries, executed the First Amendment (the "Amendment") to the Amended and Restated Note Agreement and Guaranty, dated as of July 16, 2010 (as further amended, supplemented or otherwise modified from time to time, the "Note Agreement"), among the Registrant, the Guarantors named therein, and the holders of Notes from time to time party thereto. The effect of the First Amendment is to permit the Registrant to engage in certain transactions for the purpose of settling certain pension obligations.

A copy of the First Amendment is furnished as an Exhibit to this report. A copy of the Note Agreement was previously filed as an exhibit to the Company's Current Report on Form 8-K filed September 23, 2010.

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

(d) Exhibits. The following exhibits are being furnished herewith:

10(k) (xi) First Amendment, dated as of February 17, 2012.

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**Signature**

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.

**ALBANY INTERNATIONAL CORP.**

By: /s/ John B. Cozzolino

Name: John B. Cozzolino

Title: Chief Financial Officer and Treasurer

Date: February 22, 2012

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**Index to Exhibits**

Exhibit No. Description

10(k)(xi) First Amendment, dated as of February 17, 2012