

CHART INDUSTRIES INC  
Form FWP  
July 28, 2011

Filed pursuant to Rule 433

Registration No. 333-175837

Issuer Free Writing Prospectus dated July 28, 2011

Relating to Preliminary Prospectus Supplement dated July 28, 2011

**Chart Industries Announces Offering of Convertible Senior Subordinated Notes Due 2018**

Cleveland, Ohio July 28, 2011 - Chart Industries, Inc. (Nasdaq: GTLS), a leading independent global manufacturer of highly engineered equipment used in the production, storage and end-use of hydrocarbon and industrial gases, today announced its intention to offer, subject to market and other conditions, \$230 million aggregate principal amount of Convertible Senior Subordinated Notes due 2018 ( Notes ) pursuant to a registration statement under the Securities Act of 1933, as amended (the Securities Act ). The Notes will be convertible under certain circumstances at a conversion rate expected to represent a premium to current Chart common stock prices. Upon conversion, holders will receive cash up to the principal amount. It s Chart s intention to settle any excess conversion value in shares of Chart s common stock; however, at Chart s election, this excess can be settled in cash, shares of Chart s common stock or a combination of cash and shares of Chart s common stock. The interest rate, conversion rate, offering price and other terms will be determined by negotiations between Chart and the underwriters of the Notes. Chart also expects to grant the underwriters an option to purchase up to \$34.5 million in aggregate principal amount of additional Notes to cover overallocments.

Upon completion of the offering, Chart intends to use up to \$175 million of net proceeds of the offering to redeem its Senior Subordinated Notes due October 2015 and pay the related redemption premium and accrued interest. The remaining net proceeds from the offering will be used to pay the cost of the convertible note hedge transactions and, if applicable, the capped call transactions described below, and for general corporate purposes.

In connection with the pricing of the Notes, Chart intends to enter into privately negotiated convertible note hedge and warrant transactions with affiliates of one or more of the underwriters of the Notes ( option counterparties ). In addition, Chart may also enter into privately negotiated capped call transactions with the option counterparties. The convertible note hedge transactions and, if applicable, the capped call transactions are expected to reduce the potential dilution with respect to Chart s common stock upon conversion of the Notes, except, in the case of any capped call transactions, to the extent that the market price per share of Chart s common stock exceeds the cap price of the capped call transactions. However, the warrant transactions will have a dilutive effect with respect to Chart s common stock to the extent that the market price per share of Chart s common stock exceeds the strike price of the warrants. If the underwriters exercise their option to purchase additional Notes, Chart may enter into additional convertible note hedge and warrant transactions and/or additional capped call transactions.

Chart has been advised by the option counterparties that, in connection with establishing their initial hedge positions with respect to the convertible note hedge and warrant transactions and, if applicable, the capped call transactions, the option counterparties and/or their respective affiliates expect to enter into various cash-settled over-the-counter derivative transactions with respect to Chart s common stock concurrently with, or shortly following, the pricing of the Notes, and may unwind any such cash-settled over-the-counter derivative transactions and purchase shares of Chart s common stock in open market transactions following the pricing of the Notes. These activities could have the effect of increasing, or preventing a decline in, the market price of Chart s common stock concurrently with or following the pricing of the Notes.

## Edgar Filing: CHART INDUSTRIES INC - Form FWP

---

In addition, the option counterparties and/or their respective affiliates are likely to modify their hedge positions with respect to the convertible note hedge and warrant transactions and, if applicable, the capped call transactions from time to time after the pricing of the Notes, and are likely to do so during any observation period related to a conversion of the Notes, by purchasing or selling shares of Chart's common stock or the Notes in privately negotiated transactions and/or open market transactions or by entering into and/or unwinding various over-the-counter derivative transactions with respect to Chart's common stock. The effect, if any, of these activities on the market price of Chart's common stock or the trading price of the Notes will depend on a variety of factors, including market conditions, and cannot be ascertained at this time. Any of these activities could, however, adversely affect the market price of Chart's common stock and the trading price of the Notes, which could affect the ability to convert the Notes and, to the extent these activities occur during the observation period related to a conversion of Notes, could affect the amount and/or value of the consideration that holders receive upon conversion of the Notes.

J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC are acting as joint book-running managers and Piper Jaffray & Co. is acting as co-manager.

The Notes will be registered under the Securities Act. The convertible note hedge, warrant and capped call transactions have not been and will not be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States without registration or an applicable exemption from registration requirements.

Chart is a leading global manufacturer of highly engineered equipment used in the production, storage and end-use of hydrocarbon and industrial gases. The majority of Chart's products are used throughout the liquid gas supply chain for purification, liquefaction, distribution, storage and end-use applications, the largest portion of which are energy-related. Chart has domestic operations located across the United States and an international presence in Asia, Australia and Europe.

Certain statements made in this news release are or imply forward-looking statements, such as statements concerning financing plans, business plans and objectives, and other information that is not historical in nature. These statements are made based on Chart's expectations concerning future events and are subject to factors and uncertainties that could cause actual results to differ materially, such as market reaction to Chart's financing plans and Chart's success in achieving those plans, risks associated with Chart's indebtedness, leverage, debt service and liquidity, fluctuations in the price of Chart's stock, cyclicality of Chart's product markets and vulnerability of those markets to economic downturns, a delay or reduction in Chart customer purchases, competition, fluctuations in energy prices or changes in government energy policy, and economic, political, business and market risks associated with Chart's international transactions. For a discussion of these and additional factors that could cause actual results to differ from forward-looking statements, see Chart's filings with the U.S. Securities and Exchange Commission, including Item 1A - Risk Factors, of Chart's most recent Annual Report on Form 10-K and the Risk Factors described in the Prospectus Supplement for the Offering of the Notes.

### Contact:

Michael F. Biehl  
Executive Vice President,  
Chief Financial Officer and Treasurer  
216-626-1216  
michael.biehl@chart-ind.com

or Kenneth J. Webster  
Vice President, Chief Accounting Officer and  
Controller  
216-626-1216  
ken.webster@chart-ind.com

Chart has filed a registration statement (including a prospectus and a related preliminary prospectus supplement) with the U.S. Securities and Exchange Commission ( SEC ) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement, the accompanying prospectus in that registration statement and the other documents Chart has filed with the SEC for more complete information about Chart and the offering. You may get these documents for free by visiting EDGAR on the SEC s website at <http://www.sec.gov>. Alternatively, copies may be obtained from J.P. Morgan Securities LLC c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717 or by calling 1-866-803-9204 and Morgan Stanley & Co. LLC, 180 Varick Street, 2nd Floor, New York, NY 10014 or by calling 1-866-718-1649.

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction to any person to whom it is unlawful to make such offer or solicitation in such jurisdiction.

ANY DISCLAIMERS OR OTHER NOTICES THAT MAY APPEAR BELOW ARE NOT APPLICABLE TO THIS COMMUNICATION AND SHOULD BE DISREGARDED. SUCH DISCLAIMERS WERE AUTOMATICALLY GENERATED AS A RESULT OF THIS COMMUNICATION BEING SENT VIA EMAIL OR ANOTHER COMMUNICATION SYSTEM.