

**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): May 28, 2019

ALBANY INTERNATIONAL CORP.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-10026
(Commission
File Number)

14-0462060
(I.R.S Employer
Identification No.)

216 Airport Drive Rochester, New Hampshire
(Address of principal executive offices)

03867
(Zip Code)

Registrant's telephone number, including area code: 603-330-5850

None
(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 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock (par value \$0.001 per Share)	AIN	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act 1933 (230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (240.12b-2 of this chapter).

- Emerging growth company
- If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry Into a Material Definitive Agreement.

On May 28, 2019, Albany International Corp. (the “Company”) entered into a fee side letter (the “Fee Side Letter”) with Standish Family Holdings, LLC and J.S. Standish Company (together, the “Selling Stockholders”) pursuant to which the Selling Stockholders generally agreed to bear the costs associated with a secondary offering of shares of the Company’s Class A common stock, par value \$0.001 per share, to be issued upon conversion of an equal number of shares of the Company’s Class B common stock, par value \$0.001 per share (the “Offering”), and any registration statement related thereto. As of May 8, 2019, the Selling Stockholders and related persons (including Christine L. Standish, a director of the Company, and John C. Standish) held in the aggregate shares of the Company’s common stock entitling them to cast approximately 52.7 percent of the combined votes entitled to be cast by all stockholders of the Company. Ms. Standish and Lee C. Wortham are directors of the Company and are executive officers and board members of J.S. Standish Company.

The foregoing description of the Fee Side Letter does not purport to be complete, and is qualified in its entirety by reference to the Fee Side Letter, which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 8.01 Other Events.

On May 28, 2019, the Company issued a press release announcing the launch of the Offering, a copy of which is filed herewith as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Fee Side Letter, dated May 28, 2019.
99.1	Press release of Albany International Corp., dated May 28, 2019.

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/ Stephen M. Nolan

Name: Stephen M. Nolan

Title: Chief Financial Officer and Treasurer
(Principal Financial Officer)

Date: May 28, 2019

ALBANY INTERNATIONAL CORP.
216 Airport Drive
Rochester, New Hampshire 03867

May 28, 2019

Standish Family Holdings, LLC
J.S. Standish Co.
c/o Barrantys LLC
120 W. Tupper Street
Suite 200
Buffalo, NY 14201

Ladies and Gentlemen:

Reference is made to the proposed sale by J.S. Standish Company and Standish Family Holdings, LLC (the "Selling Stockholders") of certain shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock") issuable upon conversion of an equal number of shares of Class B Common Stock, par value \$0.001 per share, of Albany International Corp. (the "Corporation") in the form of an underwritten secondary registered public offering (the "Secondary Offering").

In consideration of the Corporation's assistance in connection with the Secondary Offering, the Corporation and the Selling Stockholders hereby agree that, whether or not the transactions contemplated by the Secondary Offering are consummated, the Selling Stockholders will pay, or reimburse the Corporation for payment of, or cause to be paid or reimbursed, all out-of-pocket costs and expenses of the Corporation incident to the Secondary Offering, including, without limitation, (i) the costs incident to the authorization, issuance, sale, preparation and delivery of the Shares; (ii) the costs incident to the preparation, printing and filing under the Securities Act of 1933, as amended, of any registration statement, preliminary prospectus, issuer free writing prospectus, pricing disclosure package and prospectus (including all exhibits, amendments and supplements thereto) and the distribution thereof; (iii) documented fees and expenses of the Corporation's counsel and independent accountants; (iv) the fees and expenses incurred in connection with the registration or qualification and determination of eligibility for investment of the Shares under the laws of such jurisdictions as the underwriters for the Secondary Offering may designate and the preparation, printing and distribution of a blue sky memorandum (including the related documented fees and expenses of counsel for the underwriters); (v) the costs and charges of the Corporation's transfer agent and any registrar; (vi) all expenses and application fees incurred in connection with any filing with, and clearance of the Secondary Offering by, the Financial Industry Regulatory Authority, Inc. (including the related documented fees and expenses of counsel for the underwriters for the Secondary Offering); (vii) all expenses incurred by the Corporation in connection with any "road show" presentation to potential investors; and (viii) all expenses and application fees related to the listing of the shares of Class A Common Stock on the New York Stock Exchange.

This letter agreement will be governed by and construed in accordance with the laws of the State of New York. This letter agreement may be executed and delivered in counterparts (including by .pdf or facsimile transmission), each of which will be deemed an original.

If the foregoing is in accordance with your understanding, please sign and return a counterpart hereof, whereupon this letter and the acceptance by each of you thereof shall constitute a binding agreement between the Corporation and each of you in accordance with its terms.

Very truly yours,

ALBANY INTERNATIONAL CORP.

By /s/ Stephen M. Nolan

Name: Stephen M. Nolan

Title: Chief Financial Officer and Treasurer

[Signature Page to Fee Letter Agreement]

Acknowledged and agreed:

STANDISH FAMILY HOLDINGS, LLC

By /s/ Lee C. Wortham

Name: Lee C. Wortham
Title: Treasurer

J.S. STANDISH COMPANY

By /s/ Lee C. Wortham

Name: Lee C. Wortham
Title: Treasurer

[Signature Page to Fee Letter Agreement]

NEWS RELEASE

**Investor contact:**

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ALBANY INTERNATIONAL CORP. ANNOUNCES THE LAUNCH OF A SECONDARY OFFERING

Rochester, New Hampshire, May 28, 2019 – Albany International Corp. (NYSE: AIN) (the “Company”) today announced the launch of a secondary offering of 1,405,217 shares of its Class A common stock, par value \$0.001 per share (the “Class A Common Stock”). The shares are being offered by Standish Family Holdings, LLC and J.S. Standish Company (collectively, the “Selling Stockholders”). One of the Selling Stockholders is expected to grant the underwriters a 30-day option to purchase up to 210,783 additional shares of Class A Common Stock. The Selling Stockholders will receive all of the net proceeds from this offering. No shares are being sold by the Company.

J.P. Morgan and BofA Merrill Lynch are acting as joint bookrunning managers and representatives of the underwriters for the offering.

A Registration Statement on Form S-3 (including a prospectus) relating to these securities has been filed with the Securities and Exchange Commission (the “SEC”) and is effective. Before you invest, you should read the prospectus in that registration statement, the accompanying prospectus supplement and other documents the Company has filed with the SEC for more complete information about the Company and this offering. You may get these documents for free by visiting EDGAR on the SEC web site at www.sec.gov. Alternatively, copies of the prospectus and accompanying prospectus supplement related to this offering, when available, may be obtained from J.P. Morgan Securities LLC, c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, NY 11717, or via telephone at 1-866-803-9204; or BofA Merrill Lynch, Attention: Prospectus Department, 200 North College Street, 3rd Floor, Charlotte, NC 28255, or by email at dg.prospectus_requests@baml.com.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any securities, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About Albany International Corp.

Albany International Corp. is a leading developer and manufacturer of engineered components, using advanced materials processing and automation capabilities, with two core businesses. Machine Clothing is the world's leading producer of fabrics and process felts used in the manufacture of all grades of paper products. Albany Engineered Composites is a rapidly growing designer and manufacturer of advanced materials-based engineered components for jet engine and airframe applications, supporting both commercial and military platforms. Albany International is headquartered in Rochester, New Hampshire, operates 22 plants in 10 countries, employs 4,400 people worldwide, and is listed on the New York Stock Exchange (Symbol: AIN).

Cautionary Note Regarding Forward-Looking Statements

This press release may contain statements, estimates, or projections that constitute "forward-looking statements" as defined under U.S. federal securities laws. Because forward-looking statements are subject to certain risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. Certain of the risks and uncertainties to which the Company is subject are described in the Registration Statement on Form S-3 under the heading "Cautionary Note Regarding Forward-Looking Statements," the Preliminary Prospectus Supplement dated May 28, 2019 under the headings "Cautionary note regarding forward-looking statements" and "Risk factors," the Company's Annual Report on Form 10-K for the year ended December 31, 2018 under the headings "Forward-Looking Statements" and "Risk Factors," the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2019 under the heading "Forward-Looking Statements" and other applicable filings with the SEC. Such forward-looking statements are based on current expectations, and the Company undertakes no obligation to publicly update or revise any forward-looking statements.

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