

ENPRO INDUSTRIES, INC

Form DEFA14A

April 07, 2006

SCHEDULE 14A
(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant x

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

o Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

o Definitive Proxy Statement

x Definitive Additional Materials

o Soliciting Material under Rule 14a-12

EnPro Industries, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

o Fee paid previously with preliminary materials:

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2)

Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

News Release

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EnPro Industries Corrects

Number of Shares Outstanding at March 1, 2006

CHARLOTTE, NC, April 7, 2006 EnPro Industries (NYSE: NPO) today reported that the number of shares outstanding on March 1, 2006 was incorrectly stated in its proxy statement dated March 22, 2006 and on the cover page of the company's Form 10-K for the year ended December 31, 2005. The proxy statement and Form 10-K were recently distributed in connection with EnPro's annual meeting of shareholders scheduled for April 28, 2006. The correct number of shares outstanding as of March 1, 2006 is 21,046,049, of which 20,810,882 are entitled to vote at the annual meeting. The error resulted in an overstatement of the number of outstanding shares by approximately 3.2%. EnPro was alerted to the error yesterday by its transfer agent, who advised that the mistake was generated by a computer error.

The correction of the number of shares outstanding at March 1, 2006 has no effect on the number of shares outstanding as reported in the financial statements included in the company's Form 10-K or per share amounts reported by the company for the quarter and year ended December 31, 2005.

EnPro Industries, Inc. is a leader in sealing products, metal polymer and filament wound bearings, compressor systems, diesel and dual-fuel engines and other engineered products for use in critical applications by industries worldwide. For more information about EnPro, visit the company's website at <http://www.enproindustries.com>.