

**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 20, 2011**

**DOUGLAS DYNAMICS, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-34728**  
(Commission File Number)

**134275891**  
(IRS Employer  
Identification No.)

**7777 North 73<sup>rd</sup> Street**  
**Milwaukee, Wisconsin**  
(Address of Principal Executive Offices)

**53223**  
(Zip Code)

Registrant's telephone number, including area code: **(414) 354-2310**

**Not Applicable**  
(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 (see General Instruction A.2. below):

- 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))

**Item 8.01 Other Events.**

On May 20, 2011, certain of the stockholders of Douglas Dynamics, Inc. (the "Company"), including affiliates of Aurora Capital Group and Ares Management, closed a registered secondary offering of 5,750,000 shares (the "Shares") of the Company's common stock.

The Shares were issued pursuant to the Company's registration statement on Form S-1, as amended (File No. 333-173860), which became effective on May 16, 2011.

In connection with the closing of the offering, Gibson, Dunn & Crutcher LLP issued a legal opinion relating to the legality of the Shares, a copy of which is filed as Exhibit 5.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 5.1 Opinion of Gibson, Dunn & Crutcher LLP.

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**SIGNATURES**

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.

**DOUGLAS DYNAMICS, INC.**  
(Registrant)

Date: May 26, 2011

\_\_\_\_\_  
/s/ Robert McCormick  
(Signature)

Name: Robert McCormick

Title: Executive Vice President, Chief Financial Officer and Secretary

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GIBSON DUNN

Gibson, Dunn & Crutcher LLP  
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Tel 310.552.8500  
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May 20, 2011

Douglas Dynamics, Inc.  
7777 North 73rd Street  
Milwaukee, Wisconsin 53223

Re: *Douglas Dynamics, Inc.*  
*Registration Statement on Form S-1 (File No. 333-173860)*

Ladies and Gentlemen:

We have examined the Registration Statement on Form S-1, File No. 333-173860, as amended (the "Registration Statement"), of Douglas Dynamics, Inc., a Delaware corporation (the "Company"), filed with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), in connection with the offering by the selling stockholders identified in the Registration Statement of 5,750,000 shares (the "Shares") of the Company's common stock, par value \$0.01 per share.

We have examined the originals, or photostatic or certified copies, of such records of the Company and certificates of officers of the Company and of public officials and such other documents as we have deemed relevant and necessary as the basis for the opinion set forth below. In our examination, we have assumed the genuineness of all signatures, the legal capacity and competency of all natural persons, the authenticity of all documents submitted to us as originals and the conformity to original documents of all documents submitted to us as copies.

Based upon the foregoing examination and in reliance thereon, and subject to the assumptions stated and in reliance on statements of fact contained in the documents that we have examined, we are of the opinion that the Shares have been validly issued and are fully paid and non-assessable.

Very truly yours,

/s/ GIBSON, DUNN & CRUTCHER LLP

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Palo Alto • Paris • San Francisco • São Paulo • Singapore • Washington, D.C.

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