

CHURCH & DWIGHT CO INC /DE/  
Form 8-K  
June 01, 2004

---

# 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): June 1, 2004

---

## Church & Dwight Co., Inc.

(Exact Name of Registrant as Specified in Charter)

---

Delaware  
(State or Other Jurisdiction

1-10585  
(Commission File Number)

13-4996950  
(IRS Employer

of Incorporation)

Identification No.)

469 North Harrison Street, Princeton, New Jersey  
(Address of Principal Executive Offices)

08543  
Zip Code

Registrant's telephone number, including area code: (609) 683-5900



---

**ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE**

On June 1, 2004, Church & Dwight Co., Inc. ( Church & Dwight ) issued a press release relating to its acquisition of the 50 percent interest in Armkel, LLC ( Armkel ) that it did not own from affiliates of Kelso & Company, a private equity group. The press release is attached to this Form 8-K as Exhibit 99.1.

In connection with its acquisition of the remaining 50 percent interest in Armkel, Church & Dwight entered into an amended and restated credit agreement (the Credit Agreement ) with several banks and other financial institutions. The Credit Agreement provides for (i) a five year term loan in an aggregate principal amount of \$100,000,000 (the Term A Loan ), (ii) a seven year term loan in an aggregate principal amount of \$440,000,000, which term loan may be increased by up to an additional aggregate principal amount of \$250,000,000 upon the satisfaction of certain conditions set forth in the Credit Agreement (the Term B Loan, and together with the Term A Loan, the Term Loans ), and (iii) a multi-currency revolving credit and letter of credit facility in an aggregate principal amount of up to \$100,000,000 (the Revolving Loans ). The Term Loans were used to finance the acquisition of Armkel, pay amounts outstanding under Armkel s principal credit facility and refinance Church & Dwight s existing principal credit facility. The Revolving Loans, which are currently undrawn, are available for general corporate purposes. The obligations of Church & Dwight under the Credit Agreement are secured by substantially all of the assets of Church & Dwight and certain of its domestic subsidiaries.

Following these transactions, Armkel was merged into Church & Dwight. As a result, Church & Dwight assumed, among other things, Armkel s obligations under \$225,000,000 principal amount of 9 1/2% Senior Subordinated Notes due 2009 issued by Armkel and its wholly-owned subsidiary, Armkel Finance, Inc..

**ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description of Document</u>
99.1	Press Release Dated June 1, 2004

**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.

**CHURCH & DWIGHT CO., INC.**

Date: June 1, 2004

By: ROBERT A. DAVIES, III

Name: Robert A. Davies, III  
Title: Chief Executive Officer