

DELPHI CORP  
Form 8-K  
March 29, 2007

**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) March 29, 2007  
**Delphi Corporation**  
(Exact Name of Registrant as Specified in Its Charter)**

Delaware

1-14787

38-3430473

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

5725 Delphi Drive, Troy, MI

48098

(Address of Principal Executive Offices)

(Zip Code)

(248) 813-2000

(Registrant's Telephone Number, Including Area Code)

(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))
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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On January 9, 2007, Delphi Corporation ( Delphi ) entered into a Revolving Credit, Term Loan, and Guaranty Agreement (the Refinanced DIP Credit Facility ) to borrow up to approximately \$4.5 billion from a syndicate of lenders. For more information regarding the Refinanced DIP Credit Facility and the related approvals granted by the United States ( U.S. ) Bankruptcy Court for the Southern District of New York under chapter 11 of the U.S. Bankruptcy Code, see Delphi s previous Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on January 12, 2007.

On March 29, 2007, Delphi entered into the First Amendment to the Refinanced DIP Credit Facility (the First Amendment ). The First Amendment provides for an amended definition of Global EBITDAR , the addition of a two week LIBOR interest election option and amended monthly Global EBITDAR covenant levels. The amended definition of Global EBITDAR provides for the removal of cash payment limits in respect of Restructuring Costs for 2007 from the definition. The foregoing description is qualified by the actual terms of the First Amendment, which is attached to this document as Exhibit 99(a).

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits. The following exhibit is being filed as part of this report.

**Exhibit  
Number**

**Description**

99 (a) First Amendment to Revolving Credit, Term Loan, and Guaranty Agreement, dated as of March 29, 2007

**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.

DELPHI CORPORATION

(Registrant)

Date: March 29, 2007

By: /s/ JOHN D. SHEEHAN

John D. Sheehan,  
Vice President and Chief Restructuring Officer

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Exhibit Index

**Exhibit  
Number**

**Description**

|       |                                                                                                    |
|-------|----------------------------------------------------------------------------------------------------|
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|-------|----------------------------------------------------------------------------------------------------|