

CHEMED CORP
Form 8-K
January 22, 2013

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):
January 18, 2013

CHEMED CORPORATION
(Exact name of registrant as specified in its charter)

| | | |
|------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------|
| Delaware (State or other jurisdiction of incorporation) | 1-8351 (Commission File Number) | 31-0791746 (I.R.S. Employer Identification Number) |
|------------------------------------------------------------------|------------------------------------|-------------------------------------------------------------|

2600 Chemed Center, 255 East 5th Street, Cincinnati, OH 45202
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code:
(513) 762-6900

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 Exchange Act (17 CFR 240-14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4 (c) under Exchange Act (17 CFR 240-13e-4(c))

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On January 18, 2013, Chemed Corporation ("we") entered into a new senior secured credit facility pursuant to a Second Amended and Restated Credit Agreement with JPMorgan Chase Bank, National Association, as administrative agent, Bank of America, N.A., as syndication agent, U.S. Bank National Association as documentation agent and the other lenders party thereto (the "Second Amended and Restated Credit Agreement") to replace our existing facility. The Second Amended and Restated Credit Agreement includes a \$350 million revolving credit facility and a \$150 million expansion feature, which may consist of term loans or additional revolving commitments. The revolving credit facility has a 5-year maturity with principal payments due at maturity. Interest is payable quarterly at a floating rate equal to our choice of various indexes plus a specified margin based on our leverage ratio. The interest rate at the inception of the agreement is LIBOR plus 1.25%.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

The information set forth above under Item 1.01 is hereby incorporated by reference into this item 2.03

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

- 10.1 Second Amended and Restated Credit Agreement by and among Chemed Corporation, JP Morgan Chase Bank, National Association and other lenders thereto as of January 18, 2013, exhibits and schedules thereto.
- 99.1 Press Release, dated January 22, 2013, of Chemed Corporation, announcing entry into the Second Amended and Restated Credit Agreement

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CHEMED CORPORATION

Date: January 22, 2013

By: /s/ Arthur V. Tucker Jr.
Name: Arthur V. Tucker, Jr.
Title: Vice President and Controller