

UNIVERSAL CORP /VA/  
Form 8-K  
March 17, 2006

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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 16, 2006

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**UNIVERSAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-652**  
(Commission  
File Number)

**54-0414210**  
(I.R.S. Employer  
Identification No.)

**1501 North Hamilton Street**

**Richmond, Virginia**  
(Address of principal executive offices)

**23230**  
(Zip Code)

Registrant's telephone number, including area code: (804) 359-9311

**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:

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. 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 March 16, 2006, the Company entered into an Equity Underwriting Agreement with Deutsche Bank Securities Inc., Wachovia Capital Markets, LLC, UBS Securities LLC, LaSalle Financial Services, Inc. and Rabo Securities USA, Inc. (the Underwriters ), pursuant to which the Underwriters agreed to purchase from the Company 200,000 shares (220,000 shares if the underwriters exercise in full their option to purchase additional shares of preferred stock) of the Company s 6.75% Convertible Perpetual Preferred Stock (the Securities ), without par value.

The full text of the Equity Underwriting Agreement is attached as Exhibit 1.1 to this report.

**Item 8.01 Other Events.**

The Certificate of Designation of the Securities, filed with the Virginia Secretary of the Commonwealth on March 16, 2006, attached as Exhibit 99.1 to this report, is incorporated herein by reference.

Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Equity Underwriting Agreement, dated as of March 16, 2006, between the Company and Deutsche Bank Securities Inc., Wachovia Capital Markets, LLC, UBS Securities LLC, LaSalle Financial Services, Inc. and Rabo Securities USA, Inc. |
| 99.1               | Certificate of Designation, filed with the Virginia Secretary of the Commonwealth on March 16, 2006.  |

**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.

**UNIVERSAL CORPORATION**

Date: March 16, 2006

By: /s/ Hartwell H. Roper  
Hartwell H. Roper

Vice President and Chief Financial Officer