

RICHARDSON ELECTRONICS LTD/DE  
Form 8-K  
August 10, 2006

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) : August 4, 2006

### RICHARDSON ELECTRONICS, LTD.

(Exact name of registrant as specified in its charter)

|   |   |   |
|---|---|---|
| <i>Delaware</i><br>(State or other jurisdiction<br>of incorporation)                                    | <i>0-12906</i><br>(Commission<br>File Number) | <i>36-2096643</i><br>(IRS Employer<br>Identification No.) |
| <i>40W267 Keslinger Road, P.O. Box 393, LaFox, Illinois</i><br>(Address of principal executive offices) |   | <i>60147-0393</i><br>(Zip Code)                           |

Registrant's telephone number, including area code: (630) 208-2200

(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)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o 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**

At March 4, 2006, the Company was not in compliance with certain covenants in its amended and restated credit agreement (the Credit Agreement ) with respect to the leverage ratio fixed charge coverage ratio and tangible net worth covenants contained therein. On August 4, 2006, the Company received a waiver from its lending group for the defaults and executed an amendment (the Amendment ) to the Credit Agreement. In addition, the Amendment also (i) permits the purchase of \$14,000,000 of the Company s 8% convertible senior subordinated notes due 2011 (the Notes ); (ii) adjusts the minimum required fixed charge coverage ratio for the first quarter of fiscal 2007; (iii) adjusts the minimum tangible net worth requirement; (iv) permits certain transactions contemplated by the Company; (v) eliminates the Company s Sweden Facility (as defined in the Credit Agreement); (vi) reduces the Company s Canada Facility (as defined in the Credit Agreement) by approximately \$5,400,000; (vii) changes the definition of Adjusted EBITDA for covenant purposes; and (viii) provides that the Company maintain excess availability on the borrowing base of not less than \$20,000,000 until the Company files its Form 10-Q for the quarter ended March 4, 2006, at which time the Company will maintain excess availability of the borrowing base of not less than \$10,000,000.

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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.

**RICHARDSON ELECTRONICS, LTD.**

Date: August 10, 2006

By: /s/ David J. DeNeve

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Name: David J. DeNeve  
Title: Senior Vice President and  
Chief Financial Officer