

CINTAS CORP
Form 8-K
October 11, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): **October 7, 2011**

Cintas Corporation

(Exact Name of Registrant as Specified in Charter)

Washington
(State or Other Jurisdiction of Incorporation)

0-11399
(Commission File
Number)

31-1188630
(IRS Employer Identification No.)

6800 Cintas Boulevard, P.O. Box 625737
Cincinnati, Ohio
(Address of Principal Executive Offices)

45262-5737
(Zip Code)

Registrant's telephone number, including area code: **(513) 459-1200**

(Former Name or Former Address, if Changed Since Last Report)

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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)
 - 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 October 7, 2011, Cintas Corporation No. 2 (Cintas No. 2), a Nevada corporation and wholly-owned subsidiary of Cintas Corporation (the Corporation), entered into a Fifth Amendment Agreement (the Fifth Amendment) with KeyBank National Association, as agent (the Agent), and certain financial institutions named therein (the Lenders). The Fifth Amendment modifies certain terms of the Credit Agreement, dated as of May 28, 2004, by and among Cintas No. 2, as borrower, the Agent and certain financial institutions named therein (such Credit Agreement, as amended through and including the Fifth Amendment, is referred to herein as the Credit Agreement). The Corporation and specified wholly-owned subsidiaries of the Corporation guarantee the payment in full of all amounts due from Cintas No. 2 under the Credit Agreement.

Pursuant to the terms of the Fifth Amendment, the maturity date of the Credit Agreement has been extended from September 26, 2014 to October 6, 2016.

The Fifth Amendment also improves the applicable margin used to calculate the interest rate payable on any outstanding loans and the facility fee payable under the Credit Agreement.

Additionally , the Fifth Amendment deleted the financial covenant regarding the Corporation s net funded indebtedness to total capitalization and added a financial covenant that requires the Corporation to maintain a leverage ratio of consolidated indebtedness to consolidated EBITDA of no more than 3.50 to 1.00.

The Fifth Amendment is filed herewith as Exhibit 10.1 to this Current Report on Form 8-K. The foregoing description of the Fifth Amendment is qualified in its entirety by reference to the full text of the Fifth Amendment, which is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description

| | |
|------|--|
| 10.1 | Fifth Amendment to Credit Agreement, dated as of October 7, 2011, by and among Cintas Corporation No. 2, KeyBank National Association, as agent, and certain financial institutions named therein, as lenders. |
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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.

CINTAS CORPORATION

| | |
|--------|---|
| By: | /s/ William C. Gale |
| Name: | William C. Gale |
| Title: | Senior Vice President and Chief Financial Officer |

Date: October 11, 2011

Exhibit Index

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