

AMERICAN WOODMARK CORP

Form 8-K

December 19, 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): December 13, 2007

American Woodmark Corporation[®]

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction of
incorporation or organization)

0-14798
(Commission
File Number)

54-1138147
(IRS Employer
Identification No.)

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3102 Shawnee Drive, Winchester, Virginia
(Address of principal executive offices)

22601
(Zip Code)

Registrant's telephone number, including area code: (540) 665-9100

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 (*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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American Woodmark Corporation

ITEM 1.01 Entry into a Material Definitive Agreement.

On December 13, 2007, American Woodmark Corporation (the Company) entered into an Amended and Restated Credit Agreement between the Company and Bank of America, N.A. The \$50 million five-year unsecured credit facility provides for a \$40 million revolving line of credit and a \$10 million term loan. The Credit Agreement will expire on December 13, 2012. Borrowings under the credit facility bear interest at the London InterBank Offered Rate (LIBOR) plus a spread ranging from 0.50% to 1.25% based on the Company's consolidated leverage ratio. The Credit Agreement includes customary representations, warranties, covenants and events of default. The Credit Agreement requires the Company to maintain specified financial covenants measured on a quarterly basis, including consolidated tangible net worth, consolidated leverage ratio and consolidated fixed charge coverage ratio.

The Amended and Restated Credit Agreement replaces the Company's previous \$45 million Financing Agreement with Bank of America, N.A. dated May 31, 2001.

The Credit Agreement has been included as an exhibit to this Form 8-K and is incorporated herein in response to this Item.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(C) Exhibits.

10.1 Amended and Restated Credit Agreement, dated as of December 13, 2007, between the Company and Bank of America, N.A.

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 thereunto duly authorized.

AMERICAN WOODMARK CORPORATION

(Registrant)

/s/ JONATHAN H. WOLK

Jonathan H. Wolk

Vice President and Chief Financial Officer

Date: December 19, 2007

Signing on behalf of the registrant and as principal financial officer

/s/ KENT B. GUICHARD

Kent B. Guichard

President & Chief Executive Officer

Date: December 19, 2007

Signing on behalf of the registrant and as principal executive officer

EXHIBIT INDEX

Exhibit Number	Description
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