

UNIFIRST CORP
Form 8-K
July 21, 2006

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**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):

July 19, 2006

UNIFIRST CORPORATION

(Exact Name of Registrant as Specified in Charter)

Massachusetts

1-8504

04-2103460

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification
No.)

**68 Jonspin Road
Wilmington, Massachusetts 01887
(978) 658-8888**

(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: **(978) 658-8888**

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)
 - 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 July 19, 2006, UniFirst Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with J.P. Morgan Securities Inc., as representative of the several underwriters listed on Schedule I thereto (the Underwriters), and certain selling stockholders listed on Schedule II thereto (the Selling Stockholders). Pursuant to the terms of the Underwriting Agreement, the Selling Stockholders agreed to sell to the Underwriters 4,000,000 shares (the Shares) of the Company s Common Stock, par value \$0.10 per share (Common Stock), at \$27.966 per share. The Selling Stockholders have also granted the Underwriters a 30-day option to purchase up to an additional 600,000 shares of Common Stock to cover over-allotments, if any.

The Shares are being offered and sold under a prospectus supplement and related prospectus filed with the Securities and Exchange Commission pursuant to the Company s shelf registration statement on Form S-3 (File No. 333-134373) and registration statement on Form S-3 filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The offering is scheduled to close on July 25, 2006, subject to customary closing conditions.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description of Exhibit</u> |
|--------------------|--|
| 1.1* | Underwriting Agreement dated July 19, 2006 among UniFirst Corporation, J.P. Morgan Securities Inc., as representative of the several underwriters listed on Schedule I thereto, and the selling stockholders listed on Schedule II thereto |

* Filed herewith

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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.

Dated: July 21, 2006

UNIFIRST CORPORATION

By: /s/ Ronald D. Croatti

Name: Ronald D. Croatti

Title: Chairman of the Board, Chief
Executive Officer and President

By: /s/ John B. Bartlett

Name: John B. Bartlett

Title: Senior Vice President and Chief
Financial Officer

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