

TESSCO TECHNOLOGIES INC  
Form 8-K  
December 03, 2012

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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): November 30, 2012

TESSCO Technologies Incorporated  
(Exact name of registrant as specified in its charter)

|   |                                     |  |
|---|-------------------------------------|--|
| Delaware<br>(State or other jurisdiction of<br>incorporation) | 0-24746<br>(Commission File Number) | 52-0729657<br>(IRS Employer Identification Number) |
|---|-------------------------------------|--|

11126 McCormick Road, Hunt Valley, Maryland 21031

(Address of principal executive offices) (Zip Code)

(410) 229-1000

(Registrant's telephone number, including area code)

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))



ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On November 30, 2012, TESSCO Technologies Incorporated (the “Company”) and its primary operating subsidiaries, as borrowers, entered into a Seventh Modification Agreement (the “Seventh Modification”), with SunTrust Bank and Wells Fargo Bank, National Association, amending the Credit Agreement for the Company’s existing \$35.0 million unsecured revolving credit facility.

Pursuant to the Seventh Modification, the dollar amount of dividend payments permitted under the term of the credit facility was modified to allow for payment by the Company of an additional dividend in the aggregate amount of up to \$6,250,000, on or before December 31, 2012. The effect of the Seventh Modification was to allow for the declaration and payment of the special dividend in the amount of \$0.75 per share of common stock, announced on December 3, 2012, and payable on December 27, 2012 to shareholders of record on December 13, 2012, without the special dividend amount otherwise accruing against the dividend limit imposed under the Credit Agreement. The discussion of the Seventh Modification as set forth in this Item 1.01 is qualified in its entirety by the actual terms and provisions of the Seventh Modification, a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated fully herein by this reference.

Pursuant to the relevant documents, the financial covenants included in the Credit Agreement for the unsecured revolving credit facility are also applicable to the Company’s existing Term Loan with the same lenders. Accordingly, the Seventh Modification also has the effect of amending the financial covenants applicable to the Term Loan.

ITEM 8.01. OTHER EVENTS.

The Company’s Board of Directors declared a special dividend of \$0.75 per share, payable December 27, 2012 to shareholders of record at the close of business on December 13, 2012. Any future declaration of dividends, and the establishment of record and payment dates, is subject to further determinations of the Board of Directors.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Businesses Acquired.

None.

(b) Pro Forma Financial Information.

None.

(d) Exhibits.

| Exhibit No. | Description  |
|-------------|--|
| <u>10.1</u> | Seventh Modification Agreement dated as of November 30, 2012, by and among the Registrant and certain subsidiaries, as borrowers, and SunTrust Bank and Wells Fargo Bank, National Association, as lenders |

Information presented in this Current Report on Form 8-K may contain forward-looking statements and certain assumptions upon which such forward-looking statements are in part based. Numerous important factors, including those factors identified in the TESSCO Technologies Incorporated Annual Report on Form 10-K and other of the Company’s filings with the Securities and Exchange Commission, and the fact that the assumptions set forth in this Current Report on Form 8-K could prove incorrect, could cause actual results to differ materially from those contained

in such forward-looking statements.

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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 hereunto duly authorized.

TESSCO Technologies Incorporated

By: /s/ Robert B. Barnhill, Jr.  
Robert B. Barnhill, Jr.  
President and Chief Executive Officer

Dated: December 3, 2012

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