

CORINTHIAN COLLEGES INC  
Form 8-K  
October 06, 2009

# 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: September 30, 2009

## CORINTHIAN COLLEGES, INC.

(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b> (State or other jurisdiction of Incorporation or organization)	<b>0-25283</b> Commission file number	<b>33-0717312</b> (I.R.S. Employer Identification No.)
<b>6 Hutton Centre Drive, Suite 400, Santa Ana, California</b> (Address of principal executive offices)	<b>(714) 427-3000</b>	<b>92707</b> (Zip Code)

(Registrant's telephone number, including area code)

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:

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- .. **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.**

Effective as of September 30, 2009, Corinthian Colleges, Inc. (the Company ) and its wholly-owned subsidiary, Everest Colleges Canada, Inc., entered into a syndicated Third Amended and Restated Credit Agreement (the Amended Facility ) for \$280 million with Bank of America, N.A., as Domestic Administrative Agent, Domestic Swing Line Lender and Domestic L/C Issuer, Bank of America, N.A., acting through its Canada Branch, as Canadian Administrative Agent, Canadian Swing Line Lender and Canadian L/C Issuer, U.S. Bank National Association, as Syndication Agent, and Union Bank, N.A., as Documentation Agent, and each Lender from time to time party thereto. Banc of America Securities LLC and U.S. Bank National Association acted as Joint Lead Arrangers and Joint Book Managers. The Amended Facility includes a \$260 million U.S. facility and a \$20 million Canadian facility.

The Amended Facility has a three-year term, expiring October 1, 2012, and contains customary affirmative and negative covenants, including financial covenants requiring the maintenance of consolidated net worth, fixed charges coverage ratios, leverage ratios, and the U.S. Department of Education financial responsibility composite score. The Amended Facility is secured by guaranties from the Company and each of its material subsidiaries, as well as a pledge by the Company and its subsidiaries of the shares each such entity holds in any material subsidiary. For information regarding the Amended Facility, reference is made to the Third Amended and Restated Credit Agreement, which is filed as Exhibit 10.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The exhibit to this Current Report is listed in the Exhibit Index set forth elsewhere herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

October 6, 2009

CORINTHIAN COLLEGES, INC.

/s/ STAN A. MORTENSEN  
Stan A. Mortensen  
Executive Vice President and  
General Counsel

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Third Amended and Restated Credit Agreement dated as of September 30, 2009, by and among Corinthian Colleges, Inc., Everest Colleges Canada, Inc., Bank of America, N.A., as Domestic Administrative Agent, Domestic Swing Line Lender and Domestic L/C Issuer, Bank of America, N.A., acting through its Canada Branch, as Canadian Administrative Agent, Canadian Swing Line Lender and Canadian L/C Issuer, U.S. Bank National Association, as Syndication Agent, Union Bank, N.A, as Documentation Agent, and each Lender from time to time party thereto. Banc of America Securities LLC and U.S. Bank National Association acted as Joint Lead Arrangers and Joint Book Managers. Schedules and exhibits to this Third Amended and Restated Credit Agreement have not been included herewith, but will be furnished supplementally to the Securities and Exchange Commission upon request.