

KEWAUNEE SCIENTIFIC CORP /DE/  
Form 8-K  
June 03, 2015

**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): May 29, 2015**

**Kewaunee Scientific Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**0-5286**  
**(Commission**  
**File Number)**  
**2700 West Front Street**  
**Statesville, NC 28677**

**38-0715562**  
**(IRS Employer**  
**Identification No.)**

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**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (704) 873-7202**

N/A

**(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

(a) On June 3, 2015, Kewaunee Scientific Corporation (the Company ) entered into a Third Amendment to Credit and Security Agreement and First Amendment to Revolving Line of Credit Note (the Amendment ) with Wells Fargo Bank, National Association (the Bank ). Pursuant to the Amendment, the expiration date of the line of credit contained in the Credit and Security Agreement, dated as of May 6, 2013, as amended, between the Company and the Bank, and the Revolving Line of Credit Note made by the Company and dated as of May 6, 2013, was extended from May 1, 2016 to May 1, 2018.

A copy of the Amendment is attached hereto as Exhibit 10 and is incorporated herein by reference. This summary does not purport to be complete and is subject to and qualified in its entirety by reference to the text of the Amendment.

The Amendment has been included to provide you with information regarding its terms. It is not intended to provide any other factual information about the Company. Such information can be found elsewhere in other public filings we have made with the Securities and Exchange Commission, which are available without charge at [www.sec.gov](http://www.sec.gov).

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) As previously announced, Ross McCanless resigned as a director of the Company, effective May 29, 2015.

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

(a) Following the resignation of Mr. McCanless as a director, Section 5.02 of the Bylaws of the Company was amended to decrease the number of directors on the Company's Board of Directors from nine to eight. A copy of the Company's Bylaws, as amended, is filed as Exhibit 3 hereto and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 3                     | Bylaws of the Company, as amended June 2, 2015   |
| 10                    | Third Amendment to Credit and Security Agreement and First Amendment to Revolving Line of Credit Note dated as of June 3, 2015 |

**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.

Dated: June 3, 2015

Kewaunee Scientific Corporation

By: /s/ D. Michael Parker  
D. Michael Parker  
Senior Vice President, Finance and

Chief Financial Officer

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