

ON COMMAND CORP
Form 8-K
April 03, 2003

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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: April 3, 2003
Date of Earliest Event Reported: March 28, 2003

ON COMMAND CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

00-21315

(Commission File Number)

77-0435194

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

**4610 South Ulster Street, 6th Floor
Denver, CO 80237**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(720) 873-3200**

(Former name or former address, if changed from last report)

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Item 5. Other Events and Regulation FD Disclosure

On March 28, 2003, On Command Corporation (the "Company") and its bank lenders entered into Amendment No. 3 to the Company's Revolving Credit Facility. The Amendment modifies the leverage ratio covenant referenced in Section 6.9 of the Credit Agreement such that it will remain at 4.25 to 1.00 until June 29, 2003. A copy of the Amendment is attached herewith as Exhibit 10.1.

Item 7. Financial Statements and Exhibits

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10.1

On Command Corporation Amendment No. 3 dated as of March 28, 2003, to the Credit Agreement, by and among On Command Corporation, the Lenders party thereto, Toronto Dominion (Texas), Inc. and Fleet National Bank as the Documentation Agents, Bank of America N.A. as the Syndication Agent, The Bank of New York Company, Inc. as the Swingline Lender and the Bank of New York as the Issuing Bank and as the Administrative Agent for the Lenders.

SIGNATURE

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 hereunto duly authorized.

Date: April 3, 2003

ON COMMAND CORPORATION

By: /s/ BERNARD G. DVORAK

Bernard G. Dvorak
Senior Vice President, Chief Financial Officer and Treasurer
(Principal Accounting and Financial Officer)

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[SIGNATURE](#)