

CSG SYSTEMS INTERNATIONAL INC

Form 8-K

January 05, 2009

**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): December 31, 2008**

**CSG SYSTEMS INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

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

**0-27512**  
(Commission File Number)

**47-0783182**  
(IRS Employer  
Identification No.)

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**9555 Maroon Circle, Englewood, CO**  
(Address of principal executive offices)

**80112**  
(Zip Code)

**Registrant's telephone number, including area code: (303) 200-2000**

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.**

CSG Systems International, Inc. ( CSG ) generates a significant portion of its revenues from DISH Network ( DISH ). For the third quarter of 2008, CSG generated approximately 18% of its total revenues from DISH.

On December 31, 2008, CSG and DISH entered into the Seventeenth Amendment (the Amendment ) to the Master Subscriber Management System Agreement (the Agreement ) between CSG and DISH. The Amendment extended the term of the Agreement, which is summarized as follows:

The term of the Agreement was extended for a one-year period beginning on January 1, 2009 and expiring on December 31, 2009. The fees to be paid to CSG by DISH during this period are at the rates specified in the Agreement. The Agreement was scheduled to expire December 31, 2008.

Upon satisfying certain conditions contained in the Agreement, DISH had an option to extend the term of the Agreement for either one or two years beyond December 31, 2008. As a result of this Amendment, DISH no longer has the unilateral option to extend the Agreement beyond December 31, 2009.

All other terms of the Agreement are unchanged as a result of the Amendment. A copy of the Amendment is included as Exhibit 10.22E to this Form 8-K. A copy of the Agreement was previously filed with the SEC.

**Item 7.01 Regulation FD Disclosure.**

The following information is furnished pursuant to Item 7.01 (Regulation FD Disclosure). This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act ), or incorporated in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

On January 5, 2009, CSG issued a press release announcing that it had extended its current contract with DISH. A copy of such press release is attached to this Form 8-K as Exhibit 99.1. Exhibit 99.1 and Item 1.01 of this Form 8-K are incorporated into this section by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.22E Seventeenth Amendment to Master Subscriber Management System Agreement between CSG Systems, Inc. and DISH Network, L.L.C.

99.1 Press release of CSG Systems International, Inc. dated January 5, 2009

**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.

Date: January 5, 2009

**CSG SYSTEMS INTERNATIONAL, INC.**

By: /s/ Randy Wiese  
Randy Wiese, Chief Financial Officer and Principal  
Accounting Officer

**CSG Systems International, Inc.**

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**Exhibit Index**

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