

BELDEN INC.
Form 8-K
March 26, 2013

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): March 21, 2013

BELDEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-12561
(Commission
File Number)

36-3601505
(I.R.S. Employer
Identification No.)

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7733 Forsyth Boulevard, Suite 800

St. Louis, Missouri 63105

(Address of principal executive office) (Zip Code)

Registrants telephone number, including area code (314) 854-8000

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.

Indenture

On March 21, 2013, Belden Inc. ("Belden") completed its previously announced issuance and sale of \$300 million aggregate principal amount of 5.5% Senior Subordinated Notes due 2023 (the "Notes"). The Notes were issued pursuant to an indenture dated as of March 21, 2013 (the "Indenture"), by and among Belden, the subsidiary guarantors named therein and Deutsch Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as principal paying agent and Deutsche Bank Luxembourg S.A., as Transfer Agent and Registrar. The Notes were issued at par in a transaction exempt from the registration requirements under the Securities Act of 1933 (the "Securities Act") and will be resold within the United States only to qualified institutional buyers in reliance on Rule 144A under the Securities Act and outside the United States only to non-U.S. persons in reliance on Regulation S under the Securities Act. The Notes will mature on April 15, 2023 and rank equal in right of payment with Belden's existing and future senior subordinated debt, and are subordinated to all of Belden's and the subsidiary guarantors' senior debt, including Belden's senior secured credit facility. Belden's obligations under the Notes are jointly and severally guaranteed by all of Belden's current and future domestic subsidiaries that guarantee the borrowings under its senior secured credit facility.

Interest on the Notes accrues at a rate of 5.5% per annum and is payable semi-annually in arrears on April 15 and October 15 of each year, beginning on October 15, 2013, to the holders of record on the immediately preceding April 1 and October 1.

Belden will have the option to redeem all or a portion of the Notes at any time on or after April 15, 2018 at specified redemption prices plus accrued interest on the Notes to the date of redemption. At any time prior to April 15, 2018 Belden may also redeem all or a part of the Notes at a redemption price equal to 100% of the principal amount of the notes redeemed, plus accrued and unpaid interest, if any, in addition to a specified applicable premium. At any time before April 15, 2016, Belden may also redeem up to 35% of the aggregate principal amount of the Notes at a redemption price of 105.5% of the principal amount, plus accrued and unpaid interest, if any, to the date of redemption, with the proceeds of certain equity offerings.

Upon the occurrence of a change in control (as defined in the Indenture), each holder of the Notes may require Belden to repurchase all or a portion of such holder's Notes in cash at a price equal to 101% of the aggregate principal amount of the Notes to be repurchased, plus accrued and unpaid interest, if any, thereon to the date of repurchase.

The Indenture contains covenants that limit, among other things, Belden's and certain of its subsidiaries' ability to (1) incur additional debt, (2) pay dividends or make other distributions on, redeem or repurchase capital stock, or make investments or other restricted payments, (3) enter into transactions with affiliates, (4) engage in sale and leaseback transactions, (5) dispose of assets or issue stock of restricted subsidiaries, (6) create liens on assets, or (7) effect a consolidation or merger or sell all, or substantially all, of its assets. These covenants are subject to a number of important exceptions and qualifications. Further, during any such time when the Notes are rated investment grade by each of Moody's Investors Service, Inc. and Standard and Poor's Ratings Service and no Default (as defined in the Indenture) has occurred and is continuing, certain of the covenants will be suspended with respect to the Notes.

The Indenture provides for customary events of default (subject in certain cases to customary grace and cure periods), which include nonpayment, breach of covenants in the Indenture, payment defaults or acceleration of other indebtedness, a failure to pay certain judgments and certain events of bankruptcy and insolvency. Generally, if an event of default occurs, the Trustee or holders of at least 25% in principal amount of the then outstanding Notes may declare the principal of and accrued but unpaid interest, including additional interest, on all the Notes to be due and payable.

The foregoing description of the Indenture is qualified in its entirety by reference to the complete version of the Indenture, including the forms of the Note and Notation of Guarantee included therein as Exhibits A and D, respectively, which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

The information set forth in Item 1.01 of this Current Report on Form 8-K under the sub-heading Indenture is incorporated into this Item 2.03 by reference.

ITEM 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

**Exhibit
No.**

Description

| | |
|-----|---|
| 4.1 | Indenture, dated as of March 21, 2013, among Belden, the Guarantors named therein and Deutsch Trustee Company Limited, as trustee, Deutsche Bank AG, London Branch, as principal paying agent and Deutsche Bank Luxembourg S.A., as Transfer Agent and Registrar. |
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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.

BELDEN INC.

Dated: March 26, 2013

By: /s/ Kevin L. Bloomfield
Kevin L. Bloomfield
Senior Vice President, Secretary and General Counsel

EXHIBIT INDEX

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