

DARLING INGREDIENTS INC.  
Form 8-K  
December 20, 2017

**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) December 18, 2017**

**DARLING INGREDIENTS INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**001-13323**  
**(Commission File Number)**

**36-2495346**  
**(IRS Employer**

**of Incorporation)**

**Identification No.)**

**251 O CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS 75038**

**(Address of Principal Executive Offices) (Zip Code)**

Registrant's telephone number, including area code: **(972) 717-0300**

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)

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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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

Effective December 18, 2017, Darling Ingredients Inc., a Delaware corporation (the Company), and certain of its subsidiaries entered into an amendment (the Fifth Amendment) with its lenders to the Second Amended and Restated Credit Agreement, dated as of January 6, 2014 (as amended, the Credit Agreement), among the Company, as borrower, the other subsidiary borrowers party thereto, the subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, the lending institutions party thereto and the other agents party thereto. Capitalized terms used but not otherwise defined herein have the meanings ascribed in the Credit Agreement.

Among other things, the Fifth Amendment (i) refinances the Term B loans under the Credit Agreement with new Term B loans in an aggregate principal amount of \$525,000,000 with a maturity date of December 18, 2024; (ii) adjusts the applicable margin pricing on borrowings under the Term B Loan; (iii) modifies certain of the negative covenants to increase the allowances for certain actions, including debt and investments; and (iv) makes other updates and changes.

The summary set forth above is not intended to be complete and is qualified in its entirety by reference to the full text of the Fifth Amendment attached hereto as Exhibit 10.1

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

- 10.1 Fifth Amendment, dated as of December 18, 2017, to Second Amended and Restated Credit Agreement by and among Darling Ingredients Inc., as the parent borrower, the other subsidiary borrowers party thereto, the subsidiary guarantors, JPMorgan Chase Bank, N.A., as administrative agent, and certain lenders party thereto.

**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.

DARLING INGREDIENTS INC.

Date: December 20, 2017

By: /s/ John F. Sterling  
John F. Sterling

Executive Vice President,

General Counsel