

AZZ INC  
Form 8-K  
January 23, 2012

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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 (Date of earliest event reported):  
January 20, 2011

AZZ incorporated  
(Exact name of Registrant as specified in its charter)

TEXAS  
(State or Other  
Jurisdiction of  
Incorporation or  
Organization)

1-12777  
Commission File No.

75-0948250  
(I.R.S. Employer  
Identification Number)

One Museum Place, Suite 500  
3100 West 7th Street  
Fort Worth, TX 76107  
(Address of principal executive  
offices, including zip code)

Registrant's Telephone Number, including Area Code: (817) 810-0095

None  
(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

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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))

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## Section 1 – Registrant’s Business and Operations

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

In connection with the board of directors of AZZ incorporated (“AZZ”) authorizing a share repurchase as described in Item 7.01 below, AZZ has entered into the Sixth Amendment to Second Amended and Restated Credit Agreement (the “Amendment”) with Bank of America, N.A. (“BAML”), which amends that certain Second Amended and Restated Credit Agreement, dated as of May 25, 2006, among AZZ, BAML, as Administrative Agent, Swing Line Lender and L/C Issuer, and certain other lenders (including BAML) (the “Credit Agreement”) to allow AZZ to repurchase an aggregate of up to \$50 million of its Equity Interests (as defined in the Credit Agreement) from April 29, 2010 through the Maturity Date (as defined in the Credit Agreement).

The summary above does not purport to be complete and is qualified in its entirety by reference to the actual text of the Amendment, as filed as Exhibit 10.1 to this Current Report on Form 8-K (incorporated herein by reference).

## Section 7 – Regulation FD

### Item 7.01. Regulation FD Disclosure.

On January 20, 2012, AZZ announced that its board of directors had authorized the repurchase of up to 10% of the shares of AZZ’s common stock, par value \$1.00 per share, that are currently issued and outstanding. A description of this authorization for share repurchases is included in the press release attached hereto as Exhibit 99.1.

## FORWARD LOOKING STATEMENTS

Certain statements herein about our expectations of future events or results constitute forward-looking statements for purposes of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. You can identify forward-looking statements by terminology such as, “may,” “should,” “expects,” “plans,” “anticipates,” “believes,” “estimates,” “predicts,” “potential,” “continue,” or the negative of these terms or other comparable terminology. Such forward-looking statements are based on currently available competitive, financial and economic data and management’s views and assumptions regarding future events. Such forward-looking statements are inherently uncertain, and investors must recognize that actual results may differ from those expressed or implied in the forward-looking statements. This Current Report on Form 8-K may contain forward-looking statements that involve risks and uncertainties including, but not limited to, changes in customer demand and response to products and services offered by AZZ, including demand by the electrical power generation markets, electrical transmission and distribution markets, the industrial markets, and the hot dip galvanizing markets; prices and raw material cost, including zinc and natural gas which are used in the hot dip galvanizing process; changes in the economic conditions of the various markets that AZZ serves, foreign and domestic, customer request delays of shipments, acquisition opportunities, currency exchange rates, adequacy of financing, and availability of experienced management employees to implement AZZ’s growth strategy. AZZ has provided additional information regarding risks associated with the business in AZZ’s Annual Report on Form 10-K for the fiscal year ended February 28, 2010 and other filings with the SEC, available for viewing on AZZ’s website at [www.azz.com](http://www.azz.com) and on the SEC’s website at [www.sec.gov](http://www.sec.gov). You are urged to consider these factors carefully in evaluating the forward-looking statements herein and are cautioned not to place undue reliance on such forward-looking statements, which are qualified in their entirety by this cautionary statement. These statements are based on information as of the date hereof and AZZ assumes no obligation to update any forward-looking statements, whether as a result of new information, future events, or otherwise.

## Section 9 – Financial Statements and Exhibits

Section 9.01 Financial Statements and Exhibits.

(d) Exhibits:

The following exhibits are filed as part of this Current Report on Form 8-K:

Exhibit No.	Description
<u>10.1</u>	Sixth Amendment to Second Amended and Restated Credit Agreement, dated as of January 20, 2012, by and between AZZ incorporated and Bank of America, N.A.
<u>99.1</u>	Press Release issued by AZZ incorporated dated January 20, 2012.

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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.

AZZ incorporated

Date: January 20, 2012

By: /s/ Dana Perry  
Dana Perry  
Senior Vice President Finance  
Chief Financial Officer

EXHIBIT INDEX

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