

CHEESECAKE FACTORY INC  
Form 8-K  
October 22, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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):

**October 16, 2013**

**THE CHEESECAKE FACTORY INCORPORATED**

(Exact Name of Registrant as Specified in its Charter)

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

**0-20574**  
(Commission File Number)

**51-0340466**  
(IRS Employer Identification  
No.)

**26901 Malibu Hills Road**

**Calabasas Hills, California 91301**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code:

**(818) 871-3000**

**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 240.14.d-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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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On October 16, 2013, The Cheesecake Factory Incorporated (the Company) entered into an Amended and Restated Loan Agreement dated as of October 16, 2013 (the Credit Facility), with JPMorgan Chase Bank, National Association (JPMCB), as administrative agent, Bank of the West, Bank of America, N.A. and Wells Fargo Bank, National Association, as syndication agents, Cooperatieve Centrale Raiffeisen-Boerenleenbank B.A., Rabobank Nederland, New York Branch, as documentation agent, and J.P. Morgan Securities LLC, as sole bookrunner and sole lead arranger. The Credit Agreement amends and restates in its entirety the Company's prior Loan Agreement dated as of December 3, 2010. Capitalized terms used but not defined in this report have the meanings given to them in the Credit Facility.

The Credit Facility provides the Company with revolving loan commitments that total \$200 million (of which \$50 million may be used for the issuances of letters of credit) and it matures on October 16, 2018. The Credit Facility contains a commitment increase feature that could provide for an additional \$100 million in available credit upon the Company's request and the satisfaction of certain conditions.

The Credit Facility includes customary representations, warranties, negative and affirmative covenants (including two financial covenants: relating to the ratio of net adjusted debt to EBITDAR and the ratio of EBITDAR to interest and rent expense), as well as customary events of default that, if triggered, could result in acceleration of the maturity of the Credit Facility. Borrowings under the Credit Facility bear interest, at the Company's option, at a rate equal to either: (i) the Adjusted LIBO Rate plus a margin that is based on the Company's net adjusted leverage ratio, or (ii) the highest of (a) the rate of interest publicly announced by JPMCB as its prime rate in effect, (b) the Federal Funds Effective Rate from time to time plus 0.5% and (c) the one-month Adjusted LIBO Rate plus 1.0% plus a margin that is based on the Company's net adjusted leverage ratio. Letters of credit issued under the Credit Facility bear fees that are equivalent to the interest rate margin that is applicable to Eurodollar Revolving Loans plus other customary fees charged by the issuing bank. Under the Credit Facility, the Company paid certain customary loan origination fees and will pay an unused fee on the unused portion of the Credit Facility that is also based on the Company's net adjusted leverage ratio.

The Company's obligations under the Credit Facility are unsecured. Certain material subsidiaries of the Company have guaranteed the Company's obligations under the Credit Facility. The Credit Facility will be used for the Company's general corporate purposes, including to support standby letters of credit for the Company's self-insurance programs.

**ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT**

On October 16, 2013, the Company became obligated under the five-year, \$200 million, unsecured revolving credit facility attached hereto as Exhibit 99.1 and described in Item 1.01 of this Current Report on Form 8-K, which description is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

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99.1 Amended and Restated Loan Agreement with JPMorgan Chase Bank, National Association dated as of October 16, 2013.

**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: October 22, 2013

THE CHEESECAKE FACTORY INCORPORATED

By:

/s/ W. Douglas Benn

W. Douglas Benn

Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                                                                               |
|----------------|------------------------------------------------------------------------------------------------------------------|
| 99.1           | Amended and Restated Loan Agreement with JPMorgan Chase Bank, National Association dated as of October 16, 2013. |