

PERKINELMER INC  
Form 8-K  
December 21, 2011

**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 16, 2011**

**PerkinElmer, Inc.**

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

**Massachusetts**  
**(State or Other Jurisdiction of Incorporation)**

**001-05075**  
**(Commission File Number)**

**04-2052042**  
**(IRS Employer Identification No.)**

**940 Winter Street, Waltham, Massachusetts**  
**(Address of Principal Executive Offices)**

**781-663-6900**

**02451**  
**(Zip Code)**

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(Registrant's telephone number, including area code)

**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**

On December 16, 2011, PerkinElmer, Inc. ( PerkinElmer ) entered into a second amended and restated unsecured revolving credit facility (the Credit Agreement ) with PerkinElmer, Wallac Oy, and PerkinElmer Health Sciences, Inc. as Borrowers, Bank of America, N.A. acting as Administrative Agent, Swing Line Lender and L/C Issuer, and other lenders party thereto. Barclays Capital acted as Syndication Agent, and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Capital acted as Joint Lead Arrangers and Joint Book Managers. The Credit Agreement provides for a \$700 million committed unsecured revolving credit facility through December 16, 2016.

This Credit Agreement amends and restates in its entirety the amended and restated unsecured revolving credit agreement (the Prior Credit Agreement ) dated as of August 13, 2007, as amended, among PerkinElmer and Wallac Oy as Borrowers, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, and the other lenders from time to time party thereto. The Prior Credit Agreement provided for a \$500 million unsecured revolving credit facility through the fifth anniversary of the closing date.

Borrowings made pursuant to the Credit Agreement will bear interest, payable quarterly or, if earlier, at the end of any interest period, at either (a) the base rate, as described in the Credit Agreement, or (b) the Eurocurrency rate (a publicly published rate), in each case plus a percentage spread based on PerkinElmer s credit rating.

The Credit Agreement contains customary affirmative and negative covenants for credit facilities of this type, including, among others, limitations on PerkinElmer and its subsidiaries with respect to liens, investments, incurrence of indebtedness, disposition of assets, mergers and acquisitions, dividends and distributions, and transactions with affiliates. The Credit Agreement contains a debt-to-capitalization ratio covenant applicable so long as PerkinElmer s debt is rated investment grade (as defined in the Credit Agreement). This covenant is replaced by leverage ratio and interest coverage ratio covenants under certain circumstances. The Credit Agreement also contains customary events of default (with customary grace periods, as applicable). PerkinElmer may use the proceeds of borrowings under the Credit Agreement for working capital, capital expenditures, permitted repurchases of equity and dividends and distributions, permitted acquisitions and other general corporate purposes.

PerkinElmer has from time to time had banking relationships with the parties to the Prior Credit Agreement and the Credit Agreement.

The foregoing description of the Credit Agreement and related matters is qualified in its entirety by reference to the Credit Agreement, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

**Item 1.02. Termination of a Material Definitive Agreement**

On December 16, 2011, the Prior Credit Agreement was amended and restated in its entirety by a committed unsecured revolving credit facility. The information reported under Item 1.01 Entry into a Material Definitive Agreement above is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits  
See Exhibit Index attached hereto.

**SIGNATURE**

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: December 21, 2011

**PERKINELMER, INC.**

By: /s/ Joel S. Goldberg

Name: Joel S. Goldberg

Title: Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 10.1               | Second Amended and Restated Credit Agreement, dated as of December 16, 2011, among PerkinElmer, Inc., Wallac Oy, and PerkinElmer Health Sciences, Inc. as Borrowers, Bank of America, N.A., as Administrative Agent, Swing Line Lender and L/C Issuer, Barclays Capital as Syndication Agent, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Capital as Joint Lead Arrangers and Joint Book Managers, and the other Lenders party thereto. |