

CRAWFORD & CO  
Form 8-K  
June 22, 2006

**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)

**JUNE 16, 2006**

**CRAWFORD & COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**Georgia**

(State or Other Jurisdiction of Incorporation)

**1-10356**

**58-0506554**

(Commission File Number)

(IRS Employer Identification No.)

**5620 Glenridge Drive, N.E., Atlanta, Georgia**

**30342**

(Address of Principal Executive Offices)

(Zip Code)

**(404) 256-0830**

(Registrant's Telephone Number, Including Area Code)

**N/A**

(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:

- 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))
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Item 1.01 Entry into a Material Definitive Agreement

On September 30, 2005 Crawford & Company (the Company) executed a First Amended and Restated Credit Agreement ( Amended Revolving Credit Agreement ) to its existing \$70.0 million Revolving Credit Agreement ( Revolving Credit Agreement ) dated October, 2003. The Amended Revolving Credit Agreement was filed as an exhibit to the Form 8-K filed by the Company on October 5, 2005. On June 16, 2006, the Company entered into Amendment No. 1 to the First Amended and Restated Credit Agreement ( Amendment No. 1 to the Amended Revolving Credit Agreement ). This Amendment No. 1 to the Amended Revolving Credit Agreement is included herein as an Exhibit to this Form 8-K.

On September 30, 2005, the Company executed a Waiver and Amendment (the Amended Note Purchase Agreement ) to its original Note Purchase Agreement of October, 2003 ( Note Purchase Agreement ) involving its \$50.0 million 6.08% senior notes payable. The Amended Note Purchase Agreement was filed as an exhibit to the Form 8-K filed by the Company on October 5, 2005. On June 16, 2006, the Company entered into the Waiver and Amendment No. 2 to the Note Purchase Agreement dated as of September 30, 2003 ( Amendment No. 2 to the Amended Note Purchase Agreement ). This Amendment No. 2 to the Amended Note Purchase Agreement is included herein as an Exhibit to this Form 8-K.

The stock of Crawford & Company International, Inc., a wholly-owned subsidiary of the Company, continues to be pledged as security under these agreements and the Company's U.S. subsidiaries remain guarantors for the Company's obligations under these agreements.

As a result of Amendment No. 1 to the Amended Revolving Credit Agreement and Amendment No. 2 to the Amended Note Purchase Agreement, the original provisions of these agreements have been modified at June 16, 2006 to alter the terms and conditions under which the Company may sell its home office facilities in Atlanta, Georgia.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

Exhibit Number	Descriptions
10.1	Amendment No. 1 to First Amended and Restated Credit Agreement
10.2	Waiver and Amendment No. 2 to Note Purchase Agreement dated as of September 30, 2003

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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.

CRAWFORD & COMPANY

By: /s/ R E. Powers, III  
R. E. Powers, III  
Assistant Corporate Secretary

Dated: June 22, 2006

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