

SERVICE CORPORATION INTERNATIONAL  
Form 8-K  
June 03, 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): May 27, 2011**

**Service Corporation International**

*(Exact name of registrant as specified in its charter)*

**Texas**

**1-6402**

**74-1488375**

*(State or other jurisdiction  
of incorporation)*

*(Commission  
File Number)*

*(I.R.S. Employer  
Identification No.)*

**1929 Allen Parkway Houston, Texas**

**77019**

*(Address of principal executive offices)*

*(Zip Code)*

**Registrant's telephone number, including area code (713) 522-5141**

*(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))

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

On May 27, 2011, Service Corporation International (the Company ) entered into an Agreement and First Amendment (the Amendment ) to its Second Amended and Restated Revolving Credit Agreement (the Credit Agreement ). Before giving effect to the Amendment, the Credit Agreement would have required Neptune Society, Inc. ( NSI ) and its subsidiaries to become guarantors of the Company s obligations under the Credit Agreement upon the Company s acquisition of a majority of NSI s equity. The Amendment has the effect of removing this requirement from the Credit Agreement.. A copy of the Amendment is attached to this current report as Exhibit 10.1 and is incorporated herein by reference.

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**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
10.1	Agreement and First Amendment to Second Amended and Restated Credit Agreement, dated as of May 27, 2011, among the Company and the lenders party thereto.

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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.

Dated: June 3, 2011

SERVICE CORPORATION INTERNATIONAL

By: /s/ Gregory T. Sangalis

Name: Gregory T. Sangalis

Title: Senior Vice President, General  
Counsel and Secretary