



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

On February 2, 2017, Barnes Group Inc. (the Company) entered into an amendment to its existing revolving credit agreement (as amended, the Amended Credit Agreement) with certain participating banks and financial institutions. Bank of America, N.A. continues to act as Administrative Agent for the lenders. The Company, together with Barnes Group Acquisition GmbH, Barnes Group Switzerland GmbH, and Barnes Luxembourg (No. 1) S.à r.l., are collectively referred to herein as the Borrowers.

The Amended Credit Agreement extends the maturity date to February 2, 2022; increases the borrowing availability from \$750,000,000 to \$850,000,000; and increases the accordion feature from \$250,000,000 to \$350,000,000, resulting in total available borrowings of \$1,200,000,000. Depending on the Company's consolidated leverage ratio, and at the election of the Company, borrowings under the Amended Credit Agreement will bear interest at either LIBOR plus a margin of between 1.10% and 1.70% or the base rate plus a margin of 0.10% to 0.70%. Further, depending on the Company's leverage ratio at the end of each fiscal quarter, a facility fee ranging between 15 bps and 30 bps will also be due.

The Amended Credit Agreement generally requires the Company to maintain a ratio of Consolidated Senior Debt to EBITDA of not more than 3.25 times, a ratio of Consolidated Total Debt to EBITDA of not more than 3.75 times, and a ratio of Consolidated EBITDA to Consolidated Cash Interest Expense of not less than 4.25 times, in each case at the end of each fiscal quarter; provided that these debt to EBITDA ratios are permitted to increase for a period of four fiscal quarters after the closing of certain permitted acquisitions. The Amended Credit Agreement also contains other customary covenants including, limitations on incurring additional indebtedness, liens, mergers, asset sales and transactions with affiliates. The Amended Credit Agreement also contains customary events of default.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 is incorporated by reference into this item.

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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: February 7, 2017 BARNES GROUP INC.  
(Registrant)

By: /s/ James Berklas, Jr.  
James Berklas, Jr.  
Senior Vice President, General Counsel and Secretary

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