

WORLD FUEL SERVICES CORP
Form 8-K
October 27, 2016

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): October 26, 2016

WORLD FUEL SERVICES CORPORATION
(Exact Name of Registrant as Specified in Charter)

Florida 1-9533 59-2459427
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

9800 N.W. 41st Street 33178
Miami, Florida
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (305) 428-8000

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 October 26, 2016, World Fuel Services Corporation (the “Company”) entered into Amendment No. 2 to the Fourth Amended and Restated Credit Agreement and Joinder Agreement (the “Amendment”) by and among the Company and certain of its subsidiaries, as borrowers, Bank of America, N.A., as administrative agent, and the financial institutions named therein as lenders. The Amendment amended certain terms and conditions of the Company’s Fourth Amended and Restated Credit Agreement, dated as of October 10, 2013, as amended on January 30, 2015, including to: (i) increase the size of the overall credit facility to approximately \$2.1 billion (which may be increased by increasing the revolving credit facility up to an additional \$200 million); (ii) add a new term loan facility of approximately \$520 million, thereby increasing the aggregate outstanding term loans to approximately \$840 million; (iii) extend the maturity to October 2021; and (iv) modify certain financial and other covenants to provide greater operating flexibility.

The above description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference. Certain of the lenders party to the Amendment and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company, for which they received or will receive customary fees and expenses.

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 above in Item 1.01 of this Form 8-K is incorporated herein by reference.

Item 7.01. Regulation FD Disclosure.

On October 27, 2016, World Fuel issued a press release announcing the Amendment. A copy of the press release is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and the information contained in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 10.1 | Amendment No. 2 to Fourth Amended and Restated Credit Agreement, and Joinder Agreement, dated as of October 26, 2016, among World Fuel Services Corporation, World Fuel Services Europe, Ltd. and World Fuel Services (Singapore) Pte Ltd, as borrowers, Bank of America, N.A., as administrative agent, and the financial institutions named therein as lenders. |
| 99.1 | Press Release, dated October 27, 2016 |

3

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: October 27, 2016 World Fuel Services Corporation

/s/ Ira M. Birns
Ira M. Birns,
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---|
| 10.1 | Amendment No. 2 to Fourth Amended and Restated Credit Agreement, and Joinder Agreement, dated as of October 26, 2016, among World Fuel Services Corporation, World Fuel Services Europe, Ltd. and World Fuel Services (Singapore) Pte Ltd, as borrowers, Bank of America, N.A., as administrative agent, and the financial institutions named therein as lenders. |
| 99.1 | Press Release, dated October 27, 2016 |