

GANDER MOUNTAIN CO
Form 8-K
November 16, 2005

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

November 14, 2005

Date of report (Date of earliest event reported)

GANDER MOUNTAIN COMPANY

(Exact Name of Registrant as Specified in its Charter)

Minnesota
(State of Incorporation)

0-50659
(Commission File Number)

41-1990949
(I.R.S. Employer Identification No.)

180 East Fifth Street, Suite 1300
Saint Paul, Minnesota
(Address of Principal Executive Offices)

55101
(Zip Code)

(651) 325-4300

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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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))
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Item 1.01. **Entry Into Material Definitive Agreement.**

On November 14, 2005, Gander Mountain Company (the Company) entered into Amendment Agreement No. 1 to its Amended and Restated Loan and Security Agreement with Fleet Retail Group, LLC, as administrative agent, Bank of America Securities, LLC, as the lead arranger, Foothill Capital Corporation, as the syndication agent, The CIT Group/Business Credit, Inc., as collateral agent, General Electric Capital Corporation, as collateral agent, and the lenders named therein. Primarily, this amendment:

consents to Bank of America, N.A. serving as administrative agent in lieu of Fleet Retail Group, LLC;

extends the period during which the Company is subject to an early termination fee by one year; and

amends Schedule 6.11, which sets forth the Company's minimum operating cash flow and minimum EBITDA (as defined under the Amended and Restated Loan and Security Agreement).

The foregoing description of Amendment Agreement No. 1 to the Amended and Restated Loan and Security Agreement does not purport to be complete and is qualified in its entirety by reference to such document, a copy of which is filed as Exhibit 10 hereto and is incorporated into Item 1.01 of this Form 8-K by reference.

Item 2.02. **Results of Operations and Financial Condition**

On November 16, 2005, Gander Mountain Company issued a press release disclosing its results of operations and financial condition for its fiscal quarter and 39 weeks ended October 29, 2005. This press release is furnished as Exhibit 99 hereto and incorporated by reference in this Current Report on Form 8-K.

Item 9.01. **Financial Statements and Exhibits**

(c) Exhibits

10 Amendment Agreement No. 1, dated November 14, 2005, to Amended and Restated Loan and Security Agreement dated February 23, 2005, among the Company, Fleet Retail Group, Inc., as administrative agent, Bank of America Securities, LLC, as the lead arranger, Foothill Capital Corporation, as the syndication agent, The CIT Group/ Business Credit, Inc., as collateral agent, General Electric Capital Corporation, as collateral agent, and the lenders named therein

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99

Press Release dated November 16, 2005

2

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.

GANDER MOUNTAIN COMPANY

Date: November 16, 2005

/s/ Dennis M. Lindahl
Dennis M. Lindahl
Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

| No. | Description | Manner of Filing |
|-----|---|----------------------|
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| 99 | Press Release dated November 16, 2005 | Filed Electronically |