

PRIMEDIA INC
Form 8-K/A
August 07, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **August 7, 2007**

PRIMEDIA INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

1-11106

(Commission file number)

13-3647573

(I.R.S Employer
Identification No.)

745 FIFTH AVENUE, NEW YORK, NEW YORK

(Address of principal executive offices)

10151

(Zip code)

(212) 745-0100

(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 8.01

Other Events

On August 1, 2007, PRIMEDIA Inc. (Primedia) filed a Current Report on Form 8-K disclosing that it had accepted for payment \$122.5 million of its Senior Floating Rate Notes due 2010, \$393.7 million principal amount of its 8⁷/₈% Senior Notes due 2011 and \$292.0 million principal amount of its 8% Senior Notes due 2013 pursuant to the terms of its previously announced tender offers and consent solicitations for such securities. As a result of the acceptance for payment of such securities, the supplemental indentures that were the subject of the consent solicitations (collectively, the Supplemental Indentures) have become operative. The Supplemental Indentures are attached hereto as Exhibits 99.1, 99.2 and 99.3.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- Exhibit 99.1 Supplemental Indenture, dated as of July 13, 2007, to the Indenture dated as of May 15, 2003, among PRIMEDIA Inc., the guarantors listed on the signature pages thereto and The Bank of New York, as trustee (with respect to the 8% Senior Notes due 2013)
- Exhibit 99.2 Supplemental Indenture, dated as of July 13, 2007, to the Indenture dated as of May 8, 2001, among PRIMEDIA Inc., the guarantors listed on the signature pages thereto and The Bank of New York, as trustee (with respect to the 8⁷/₈% Senior Notes due 2011)
- Exhibit 99.3 Supplemental Indenture, dated as of July 13, 2007, to the Indenture dated as of May 14, 2004, among PRIMEDIA Inc., the guarantors listed on the signature pages thereto and The Bank of New York, as trustee (with respect to the Senior Floating Rate Notes due 2010)

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

PRIMEDIA Inc.

(Registrant)

Date: August 7, 2007

By: /s/ Jason S. Thaler
Jason S. Thaler
Senior Vice President, General Counsel and Secretary