

ALLIANCE ONE INTERNATIONAL, INC.  
Form 8-K  
May 16, 2005

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

May 10, 2005

Date of Report (Date of earliest event reported)

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**Alliance One International, Inc.**

(Exact name of registrant as specified in its charter)

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Virginia  
(State or other jurisdiction

000-25734, 001-13684  
(Commission File Number)

54-1746567  
(I.R.S. Employer

of Incorporation)

Identification No.)

512 Bridge Street, Danville, Virginia  
(Address of principal executive offices)

24541  
(Zip Code)

Registrant's telephone number, including area code: (434) 792-7511

**DIMON Incorporated**

**(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:

- .. 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 A MATERIAL DEFINITIVE AGREEMENT**

On May 10, 2005, Alliance One International, Inc. ( Alliance One ), formerly known as DIMON Incorporated, entered into a purchase agreement (the Purchase Agreement ) with Wachovia Capital Markets, LLC, Deutsche Bank Securities Inc. and ING Bank N.V., London Branch (the Initial Purchasers ). The following summary of certain provisions of the Purchase Agreement is qualified in its entirety by reference to the complete Purchase Agreement filed as Exhibit 10.1 hereto and incorporated herein by reference.

Pursuant to the Purchase Agreement, Alliance One agreed to sell and the Initial Purchasers agreed to purchase for resale to certain purchasers, subject to the terms and conditions set forth therein, \$315,000,000 in aggregate principal amount of 11% senior unsecured notes due 2012 (the Senior Notes ) and \$100,000,000 in aggregate principal amount of 12.75% senior subordinated notes due 2012 (the Subordinated Notes and together with the Senior Notes, the Notes ). The transaction closed on May 13, 2005.

In the Purchase Agreement, Alliance One agreed to indemnify the Initial Purchasers against various liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Initial Purchasers may be required to make in respect of those liabilities. In addition, the Purchase Agreement contains customary representations, warranties and covenants of Alliance One and customary conditions to closing.

**ITEM 8.01 OTHER EVENTS**

On May 11, 2005, Alliance One issued a press release announcing that it priced a private offering of \$315 million in aggregate principal amount of Unsecured Senior Fixed Rate Notes due 2012 and \$100 million in aggregate principal amount of Senior Subordinated Notes due 2012. The press release, which is attached as Exhibit 99.1 to this Form 8-K and incorporated herein by reference.

Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	Purchase Agreement between Alliance One International, Inc., formerly known as DIMON Incorporated, and Wachovia Capital Markets, LLC, Deutsche Bank Securities Inc. and ING Bank N.V., London Branch, dated May 10, 2005.
99.1	DIMON Incorporated press release, issued on May 11, 2005.

**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 thereunto duly authorized.

**ALLIANCE ONE INTERNATIONAL, INC.**  
(Registrant)

Date: May 16, 2005

BY: /s/ Thomas G. Reynolds

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Thomas G. Reynolds  
Vice President - Controller (Chief Accounting Officer)

**EXHIBIT INDEX**

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