

LAIDLAW INTERNATIONAL INC

Form 8-K

February 16, 2007

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**UNITED STATES  
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**

**Date of Report (Date of earliest event reported): February 14, 2007**

**LAIDLAW INTERNATIONAL, INC.**

(Exact name of registrant as specified in its charter)

|  |                          |                                   |
|--|--------------------------|-----------------------------------|
| <b>Delaware</b>                                | <b>000-10657</b>         | <b>98-0390488</b>                 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

**55 Shuman Boulevard, Suite 400  
Naperville, Illinois 60563**

(Address of principal executive offices, including zip code)

**(630) 848-3000**

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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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Amendment to Credit Agreement

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

On February 14, 2007, Laidlaw International, Inc. ( Laidlaw International or the Company ) entered into an amendment (the Amendment ) to the Credit Agreement dated July 31, 2006 among the Company, certain of its subsidiaries as borrowers as set forth therein, Citicorp North America, Inc., UBS Securities LLC, Morgan Stanley Senior Funding, Inc., Citigroup Global Markets Inc., and the lenders party thereto (the Credit Agreement ). In connection with the Company s entry into an Agreement and Plan of Merger by and among the Company, FirstGroup plc and Fern Acquisition Vehicle Corporation, dated February 8, 2007 (the Merger Agreement ), the Amendment modifies the definition of the term Change of Control under the Credit Agreement.

The Amendment also waives, subject to the satisfaction of certain conditions precedent, any and all defaults or events of default arising or that will arise as a result of the Company s entry into the Merger Agreement. The Amendment further provides that, subject to the satisfaction of certain conditions precedent, Citicorp North America, Inc., as Administrative Agent, the Borrowers and the Required Lenders (as such terms are defined in the Credit Agreement) consent to the Merger Agreement.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

**Exhibit  
Number**

**Description**

|      |  |
|------|--|
| 10.1 | Amendment No. 1, dated February 14, 2007, to the Credit Agreement dated July 31, 2006 by and among Laidlaw International, Inc., Citicorp North America, Inc., UBS Securities LLC, Morgan Stanley Senior Funding, Inc., Citigroup Global Markets Inc., and the lenders party thereto. |
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**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: February 16, 2007

**LAIDLAW INTERNATIONAL, INC.**

By: /s/ Jeffrey W. Sanders

Name: Jeffrey W. Sanders

Title: Chief Financial Officer

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