

LSI INDUSTRIES INC  
Form 8-K  
March 23, 2006

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 Act of 1934

Date of Report (Date of earliest event reported): March 23, 2006

**LSI INDUSTRIES INC.**

(Exact name of Registrant as specified in its Charter)

<b>Ohio</b>	<b>0-13375</b>	<b>31-0888951</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<b>10000 Alliance Road, Cincinnati, Ohio</b>		<b>45242</b>
(Address of Principal Executive Offices)		(Zip Code)
Registrant's telephone number, including area code		<b><u>(513) 793-3200</u></b>

(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 (*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))

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

On March 23, 2006, the Registrant entered into Amendment No. 5 to the Credit Agreement with PNC Bank, National Association and The Fifth Third Bank which extends the termination date of the Credit Agreement on terms described in the exhibit identified below, filed herewith and incorporated by reference herein.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The information set forth in Item 1.01 above is incorporated by reference herein as if fully set forth herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Amendment No. 5 to Credit Agreement dated March 23, 2006 among the Registrant, PNC Bank, National Association, in its capacity as syndication agent and administrative agent, PNC Bank, National Association, in its capacity as lender and The Fifth Third Bank.

**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.

LSI INDUSTRIES INC.

BY: /s/Ronald S. Stowell

Ronald S. Stowell  
Vice President, Chief Financial Officer  
and Treasurer  
(Principal Accounting Officer)

March 23, 2006