

RealD Inc.
Form 8-K
December 08, 2011

**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): **December 6, 2011**

RealD Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other
jurisdiction of
incorporation)

001-34818
(Commission File Number)

77-0620426
(IRS Employer
Identification No.)

100 N. Crescent Drive, Suite 120
Beverly Hills, CA
(Address of principal executive offices)

90210
(Zip Code)

(310) 385-4000

(Registrant's telephone number, including area code)

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NA

(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(b))
 - 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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This Current Report on Form 8-K is filed by RealD Inc., a Delaware corporation (the Company), in connection with the matters described herein:

Item 1.01 Entry into a Material Definitive Agreement

Second Amendment to the Credit and Security Agreement

On December 6, 2011, the Company and City National Bank, a national banking association (City National), entered into a second amendment (the Second Amendment) to that certain Credit and Security Agreement, dated as of June 24, 2010 (the Credit Agreement), between the Company and City National, previously amended as of April 5, 2011 by that first amendment to the Credit Agreement (the First Amendment).

The Second Amendment amended the Credit Agreement to:

- provide that the aggregate principal amount outstanding at any one time under the Revolving Credit Loans (as defined in the Credit Agreement) is up to \$50,000,000.00;
- provide that the termination date is December 31, 2013 (unless earlier renewed or accelerated); and
- permit a ratio of Debt (as defined in the Credit Agreement) to EBITDA (as defined in the Credit Agreement) of not more than 1.25 to 1.00 at all times, with the measurements of EBITDA and Debt based on the trailing twelve months.

Each of ColorLink Inc., a Delaware corporation (ColorLink), and Stereographics Corporation, a California corporation (Stereographics) and together with ColorLink, the Guarantors) acknowledged the Second Amendment.

The descriptions of the Second Amendment contained herein are qualified in their entirety by reference to the Second Amendment, a copy of which is filed herewith as Exhibit 10.1, and the descriptions of the First Amendment and the Credit Agreement are qualified in their entirety by reference to the First Amendment and the Credit Agreement included as Exhibit 10.1 to the Form 8-K filed on April 8, 2011 and Exhibit 10.34 to the Form S-1/A filed on June 28, 2010, respectively.

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

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 2.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following documents are attached as exhibits to this Current Report on Form 8-K:

Exhibit Number	Description
10.1	Second Amendment to Credit and Security Agreement, dated as of December 6, 2011, between RealD, Inc. and City National Bank, acknowledged by each of Colorlink and Stereographics.

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 thereunto duly authorized.

RealD Inc.

By:

/S/ CRAIG GATARZ
Craig Gatarz
Executive Vice President, General Counsel and
Secretary

Date: December 8, 2011