

NAVTEQ CORP
Form 8-K
December 03, 2007

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): **November 30, 2007**

NAVTEQ CORPORATION

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

0-21323
(Commission File Number)

77-0170321
(I.R.S. Employer Identification Number)

425 W. Randolph Street

Chicago, Illinois 60654

(Address of Principal Executive Offices) (Zip Code)

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(312) 894-7000

(Registrant's Telephone Number, Including Area Code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2):

- 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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Section 1 Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On November 30, 2007, NAVTEQ Corporation (the Company) and its U.S. operating subsidiary, NAVTEQ North America, LLC (NTNA), entered into a Consent and Amendment No. 3 (the Third Amendment) to the Credit Agreement with LaSalle Bank, National Association (the Bank) dated November 9, 2004, as amended by Amendment No. 1 dated as of November 30, 2005 and Amendment No. 2 dated as of November 30, 2006 (as amended, the Agreement). The Third Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is hereby incorporated by reference.

The Third Amendment extends the maturity date of the Agreement to December 1, 2008. The Bank also consented to the acquisition of the Company pursuant to the Agreement and Plan of Merger dated as of October 1, 2007, by and among Nokia Inc., North Acquisition Corp, Nokia Corporation and Company (the Nokia Transaction); provided that, prior to or upon consummation of the Nokia Transaction, the Company repays all outstanding Obligations (as defined in the Agreement).

Section 2 Financial Information

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

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

Section 9 Financial Statement and Exhibits

Item 9.01 Financial Statements and Exhibits.

(a) *Financial Statements of Businesses Acquired.*

Not applicable.

(b) *Pro Forma Financial Information.*

Not applicable.

(d) *Exhibits.*

The following exhibit is being furnished herewith:

10.1 Consent and Amendment No. 3 dated as of November 30, 2007 to Credit Agreement between NAVTEQ North America, LLC, NAVTEQ Corporation and LaSalle Bank, National Association.

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.

NAVTEQ CORPORATION

Date: December 3, 2007

By: /s/ David B. Mullen
David B. Mullen
Executive Vice President and
Chief Financial Officer

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|---|
| Exhibit 10.1 | Consent and Amendment No. 3 dated as of November 30, 2007 to Credit Agreement between NAVTEQ North America, LLC, NAVTEQ Corporation and LaSalle Bank, National Association. |