

TECHNITROL INC  
Form 8-K  
June 18, 2009

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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): 06/15/2009**

**Technitrol, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-05375**

**PA**  
(State or other jurisdiction of  
incorporation)

**23-1292472**  
(IRS Employer  
Identification No.)

**1210 Northbrook Drive, Suite 470, Trevese, PA 19053**  
(Address of principal executive offices, including zip code)

**(215) 355-2900**  
(Registrant's telephone number, including area code)

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

On June 15, 2009, Technitrol finalized a Waiver regarding its credit agreement with JPMorgan Chase Bank and other lender banks. The Waiver was executed in connection with the previously announced Amendment No. 1 to the credit agreement and the divestiture of the Medtech business.

The foregoing summary is not complete and is qualified in its entirety by reference to the full text of the Waiver attached hereto as Exhibit 10.5(2) which is incorporated herein by reference. Investors in Technitrol and other persons not party to the Waiver should not for any purpose rely on the covenants, representations or warranties made in it, or consider them as statements of fact or as representing the current state of Technitrol's affairs.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 10.5(2) - Waiver among Technitrol, Inc., JPMorgan Chase Bank, N.A. and other lenders party thereto.

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**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.

Technitrol, Inc.

Date: June 18, 2009

By: /s/ Drew A. Moyer

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Drew A. Moyer  
Sr. Vice President and CFO

**Exhibit Index**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
EX-10.5(2)	Waiver