

SERVICE CORPORATION INTERNATIONAL

Form 8-K

June 20, 2007

**Table of Contents**

**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) June 14, 2007  
SERVICE CORPORATION INTERNATIONAL  
(Exact name of registrant as specified in its charter)**

TEXAS	1-6402-1	74-1488375
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
1929 Allen Parkway Houston, Texas		77019
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code (713) 522-5141  
(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 240.13a-4(c))
-

**TABLE OF CONTENTS**

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

SIGNATURE

EXHIBIT INDEX

Agreement & First Amendment to Credit Agreement

First Amendment to Note Purchase Agreement

---

**Table of Contents**

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On June 14, 2007, Service Corporation International (the Company ) entered into an Agreement and First Amendment to Credit Agreement (the Credit Agreement Amendment ), amending the calculation of the Leverage Ratio, the tests for permitting certain Restricted Payments and the maximum Leverage Ratio permitted from time to time under that certain Credit Agreement, dated November 28, 2006, among the Company and the lenders party thereto. A copy of the Credit Agreement Amendment is attached to this current report as Exhibit 10.1 and is incorporated herein by reference.

On June 14, 2007, the Company also entered into a First Amendment to Note Purchase Agreement (the Note Purchase Agreement Amendment ), amending the calculation of the Leverage Ratio, the tests for permitting certain Restricted Payments and the maximum Leverage Ratio permitted from time to time under that certain Note Purchase Agreement, dated November 28, 2006, among the Company and the purchasers party thereto. A copy of the Note Purchase Agreement Amendment is attached to this current report as Exhibit 10.2 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit No.	Description
10.1	Agreement and First Amendment to Credit Agreement, dated as of June 14, 2007, among the Company and the lenders party thereto.
10.2	First Amendment to Note Purchase Agreement, dated as of June 11, 2007, among the Company and the purchasers party thereto.

---

**Table of Contents**

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.

Dated: June 20, 2007

SERVICE CORPORATION  
INTERNATIONAL

By: /s/ Eric D. Tanzberger  
Eric D. Tanzberger  
Senior Vice President and  
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Agreement and First Amendment to Credit Agreement, dated as of June 14, 2007, among the Company and the lenders party thereto.
10.2	First Amendment to Note Purchase Agreement, dated as of June 11, 2007, among the Company and the purchasers party thereto.