

RPC INC
Form 8-K
July 07, 2016

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 30, 2016

RPC, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

1-8726

(Commission File Number)

58-1550825

(IRS Employer

Identification No.)

2801 Buford Highway, Suite 520, Atlanta, Georgia 30329

(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (404) 321-2140

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 June 30, 2016, RPC, Inc., a Delaware corporation (“RPC”), entered into that certain Amendment No. 3 to Credit Agreement (the “Amendment”), between RPC, Bank of America, N.A., certain other Lenders party thereto, and the Subsidiary Loan Parties party thereto. The Amendment is filed as Exhibit 99.1 hereto and incorporated herein by reference.

The Amendment (1) reduces the amount available for borrowing under the credit facility from \$125 million to the lesser of (a) \$125 million or (b) the difference between (i) a specified percentage (ranging from 70% to 80%) of eligible accounts receivable less (ii) the amount of outstanding letters of credit, (2) secures payment obligations under the credit facility with a security interest in RPC’s accounts receivable, and (3) replaces RPC’s financial covenants related to minimum leverage ratios and debt service coverage ratios with a covenant to maintain a minimum tangible net worth of not less than \$700 million.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
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99.1	Amendment No. 3 to Credit Agreement dated as of June 30, 2016 between RPC, Bank of America, N.A., certain other Lenders party thereto, and the Subsidiary Loan Parties party thereto.
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, RPC, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

RPC, Inc.

Date: July 7, 2016 /s/ Ben M. Palmer

Ben M. Palmer

Vice President, Chief Financial Officer and Treasurer