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WERNER ENTERPRISES INC  
Form 8-K  
November 07, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 4, 2005

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WERNER ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| NEBRASKA  | 0-14690                     | 47-0648386                           |
| (State or other jurisdiction of<br>incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

|  |                     |
|--|---------------------|
| 14507 FRONTIER ROAD<br>POST OFFICE BOX 45308<br>OMAHA, NEBRASKA<br>(Address of principal<br>executive offices) | 68145<br>(Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code: (402) 895-6640

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))

ITEM 2.03. CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

On November 4, 2005, the Company amended its \$25.0 million bank credit facility with Harris, N.A. This second amendment to the original credit agreement dated April 22, 2003, as amended, increased the credit facility

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to \$50.0 million. As of November 4, 2005, the Company had outstanding borrowings of \$25.0 million under this facility. Any amounts borrowed pursuant to this facility bear variable interest based on the London Interbank Offered Rate and are due and payable in full on or before October 22, 2007. The agreement requires, among other things, that the Company maintain a minimum consolidated tangible net worth and not exceed a maximum ratio of total funded debt to earnings before interest, income taxes, depreciation, amortization and rentals payable as defined in the credit facility. The Company was in compliance with these covenants at November 4, 2005.

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.

WERNER ENTERPRISES, INC.

Date: November 7, 2005  
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By: /s/ John J. Steele  
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John J. Steele  
Executive Vice President,  
Treasurer and Chief  
Financial Officer

Date: November 7, 2005  
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By: /s/ James L. Johnson  
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James L. Johnson  
Senior Vice President,  
Controller and Corporate  
Secretary