

REGIS CORP
Form 8-K
June 19, 2013

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 13, 2013**

REGIS CORPORATION

(Exact name of registrant as specified in its charter)

Minnesota
(State or Other Jurisdiction
of Incorporation)

1-12725
(Commission File Number)

41-0749934
(I.R.S. Employer
Identification No.)

7201 Metro Boulevard

Minneapolis, MN 55439

(Address of principal executive offices including Zip Code)

(952) 947-7777

(Registrant's telephone number, including area code)

(Not applicable)

(Former name or former address, if changed since last report)

Edgar Filing: REGIS CORP - Form 8-K

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 1.01 **Entry into a Material Definitive Agreement**

On June 13, 2013, Regis Corporation (the Company) and Wells Fargo Bank, N.A. (the Rights Agent) executed Amendment No. 2 to the Rights Agreement, dated as of December 26, 2006 between the Company and the Rights Agent, as amended by Amendment No. 1 dated as of October 29, 2008 between the Company and the Rights Agent, (Amendment No. 2). All capitalized terms used and not defined herein have the meanings ascribed to them in the Rights Agreement, as amended by Amendment No. 2.

Amendment No. 2 amends the Rights Agreement to (i) add an additional exception to the definition of Acquiring Person relating to certain shareholders who own less than 20% of the Common Shares then outstanding and (ii) make other changes that the Company determined were necessary or desirable.

Amendment No. 2 is filed as Exhibit 4.1 to this Form 8-K. The foregoing summary description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to Exhibit 4.1 hereto, which is incorporated herein by reference.

Item 3.03 **Material Modifications to Rights of Security Holders**

See the description set forth under Item 1.01. Entry into a Material Definitive Agreement, which is incorporated into this Item 3.03 by reference.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits:

| Exhibit No. | Document |
|--------------------|--|
| 4.1 | Amendment No. 2, dated as of June 13, 2013, to Rights Agreement, dated December 26, 2006, as amended on October 29, 2008, between Regis Corporation and Wells Fargo Bank, N.A. |

SIGNATURES

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

REGIS CORPORATION
(Registrant)

Dated: June 18, 2013

By: */s/ Eric A. Bakken*
Name: Eric A. Bakken
Title: Executive Vice President
& General Counsel

EXHIBIT INDEX

**Exhibit
No.**

Document

4.1 Amendment No. 2, dated as of June 13, 2013, to Rights Agreement, dated December 26, 2006, as amended on October 29, 2008, between Regis Corporation and Wells Fargo Bank, N.A.

4
