

CANADIAN PACIFIC RAILWAY LTD/CN

Form 8-K

June 11, 2018

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

June 8, 2018

Date of Report (Date of earliest event reported)

Canadian Pacific Railway Limited

(Exact name of registrant as specified in its charter)

Canada	001-01342	98-0355078
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7550 Ogden Dale Road S.E., Calgary, Alberta,

Canada, T2C 4X9

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (403) 319-7000

Not Applicable

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act.

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ITEM 1.01. Entry into a Material Definitive Agreement.

On June 8, 2018, Canadian Pacific Railway Company (“CPRC”), a wholly owned subsidiary of Canadian Pacific Railway Limited (the “Registrant”), and the Registrant, entered into a fifth amending agreement (the “Fifth Amending Agreement”) to the credit agreement dated as of September 26, 2014, as amended by a first amending agreement, dated as of June 15, 2015, and as further amended by a second amending agreement, dated as of September 17, 2015, the third amending agreement dated as of June 28, 2016 and the fourth amending agreement dated as of June 23, 2017 (as so amended, the “Credit Agreement”), between CPRC, as borrower, the Registrant, as covenantor, Royal Bank of Canada, as administration agent, and the various lenders party thereto.

The amendments to the Credit Agreement in the Fifth Amending Agreement include, among other things, the extension of the 5 Year Maturity Date (as such term is defined in the Credit Agreement) from June 28, 2022 to June 28, 2023. The Term Out Date (as such term is defined in the Credit Agreement) of June 27, 2018 was not extended.

The foregoing description of the Fifth Amending Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Fifth Amending Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Exhibit Description
Exhibit 10.1	Fifth Amending Agreement, dated as of June 8, 2018, amending the Credit Agreement, dated September 26, 2014, between Canadian Pacific Railway Company, as Borrower, Canadian Pacific Railway Limited, as Covenantor, Royal Bank of Canada, as Administrative Agent, and the various 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.

Dated: June 8, 2018

CANADIAN PACIFIC RAILWAY  
LIMITED

By: /s/ Scott Cedergren  
Name: Scott Cedergren  
Title: Assistant Corporate Secretary

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EXHIBIT INDEX

Exhibit  
No. Exhibit Description

Exhibit  
10.1 Fifth Amending Agreement, dated as of June 8, 2018, amending the Credit Agreement, dated September 26, 2014, between Canadian Pacific Railway Company, as Borrower, Canadian Pacific Railway Limited, as Covenantor, Royal Bank of Canada, as Administrative Agent, and the various Lenders party thereto.