

FRANKLIN ELECTRIC CO INC  
Form 8-K  
September 11, 2007

**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) September 7, 2007**

**Franklin Electric Co., Inc.  
(Exact Name of Registrant as Specified in its Charter)**

<b><u>Indiana</u></b> (State or Other Jurisdiction of Incorporation or Organization)	<b><u>0-362</u></b> (Commission File Number)	<b><u>35-0827455</u></b> (I.R.S. Employer Identification No.)
<b>400 East Spring Street</b> <b><u>Bluffton, Indiana</u></b> (Address of Principal Executive Offices)	<b>(260) 824-2900</b> (Registrant's Telephone Number, Including Area Code)	<b><u>46714</u></b> (Zip Code)

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**Item 1.01. Entry into a Material Definitive Agreement.**

The information set forth under Item 2.03 of this report on Form 8-K is hereby incorporated in Item 1.01 by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On September 7, 2007, Franklin Electric Co., Inc. (the “Company”) issued and sold \$40 million aggregate principal amount of 5.79% Series B-2 Notes due 2019. The Series B-2 Notes bear interest at 5.79% per annum. Interest is payable quarterly in arrears commencing on October 30, 2007. Principal installments of \$8 million are payable commencing on April 30, 2015 and continuing to and including April 30, 2018, with any unpaid balance due at maturity.

The Series B-2 Notes were issued and sold under the Second Amended and Restated Note Purchase and Private Shelf Agreement dated as of September 9, 2004 (the “Agreement”) by and among the Company, Prudential Investment Management, Inc. (“Prudential”), and the purchasers named therein, as amended by the Amendment and PruShelf Renewal and Extension dated as of April 9, 2007 (the “Amendment”). The Amendment, among other things, (i) increased the facility amount to \$175 million from \$110 million, (ii) extended the issuance period to April 9, 2010, subject to earlier termination upon prior written notice by either the Company or Prudential, (iii) provided for a revised leverage fee payable to the holders of notes for a fiscal quarter during which the Company’s ratio of consolidated total debt as of the end of such fiscal quarter to EBITDA for the period of four fiscal quarters then ended is equal to or greater than 2 to 1, and (iv) provided for the Company’s bring-down of its representations and warranties under the Agreement, and confirmed that, except as amended by the Amendment, the Agreement remains in full force and effect.

A copy of the Amendment was filed as Exhibit 10.1 to the Form 8-K filed by the Company on May 3, 2007 and is incorporated herein by reference.

**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 thereunto duly authorized.

**FRANKLIN ELECTRIC CO., INC.**  
(Registrant)

Date: September 11, 2007

By: /s/ THOMAS J. STRUPP  
Vice President, Chief Financial Officer  
and Secretary (Principal Financial and  
Accounting Officer)

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