

SHOE CARNIVAL INC  
Form 8-K  
April 11, 2005

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)

April 5, 2005

SHOE CARNIVAL, INC.

(Exact name of registrant as specified in its charter)

Indiana

0-21360

35-1736614

(State or other jurisdiction  
of incorporation)

(Commission File  
Number)

(IRS Employer  
Identification No.)

8233 Baumgart Road, Evansville, IN

47725

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(812) 867-6471

Not Applicable

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

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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))

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Item 1.01 Entry into a Material Definitive Agreement.

On April 5, 2005, Shoe Carnival, Inc. entered into the Sixth Amendment to Amended and Restated Credit Agreement and Notes. The Agreement is between Shoe Carnival, Inc., as borrower, and:

U.S. Bank National Association

Wachovia Bank, National Association

Fifth Third Bank (Southern Indiana)

Old National Bank

U.S. Bank acts in the capacity of an agent for all of the above banks.

The primary purpose of the Amendment is to extend the term from March 31, 2006 to April 30, 2007. The Amendment also makes changes to the mechanics of cash borrowing, and further defines certain key terms.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

4 (viii) Sixth Amendment to Amended and Restated Credit Agreement and Promissory Notes dated April 5, 2005, between Registrant and U.S. Bank National Association, Wachovia Bank National Association, Fifth Third Bank (Southern Indiana) and Old National Bank

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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.

SHOE CARNIVAL, INC.  
(Registrant)

Dated: April 11, 2005

By:

/s/ W. Kerry Jackson

W. Kerry Jackson

Executive Vice President and  
Chief Financial Officer