

SERVICE CORPORATION INTERNATIONAL  
Form 8-K  
June 27, 2001

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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): June 18, 2001

SERVICE CORPORATION INTERNATIONAL  
Exact Name of Registrant as Specified in its Charter

TEXAS	1-6402-1	74-1488375
State of Incorporation or Organization	Commission File Number	I.R.S. Employer Identification No.

1929 ALLEN PARKWAY	
HOUSTON, TEXAS	77019
Address of Principal Executive Offices	(Zip Code)

(713) 522-5141  
Registrant's telephone number,  
including area code

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ITEM 5. OTHER EVENTS.

On June 18, 2001, Service Corporation International (the "Company") entered into a Purchase Agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities Inc., Banc of America Securities LLC, UBS Warburg LLC, and Raymond James & Associates, Inc., pursuant to which the Company issued \$300 million aggregate principal amount of 6 3/4% Convertible Subordinated Notes Due 2008 (the "Notes"). The net proceeds from the sale of the Notes were approximately \$289 million, and will be used by the Company to repay debt, including a portion of its indebtedness under its revolving credit facilities.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) EXHIBITS.

Exhibit Number	Description
1.1	Purchase Agreement dated as of June 18, 2001
4.1	2001 Subordinated Indenture dated as of June 22, 2001, between Service Corporation International and The Chase Manhattan Bank, as Trustee
4.2	First Supplemental Indenture dated as of June 22, 2001, between Service Corporation International and The Chase Manhattan Bank, as Trustee, including the form of 6 3/4% Convertible Subordinated Note Due 2008

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SIGNATURE

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 27, 2001

SERVICE CORPORATION INTERNATIONAL

By: /s/ W. CARDON GERNER

Name: W. Cardon Gerner

Title: Vice President Corporate Controller

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EXHIBIT INDEX

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