

DENNYS CORP  
Form 8-K  
April 25, 2013

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 24, 2013

DENNY'S CORPORATION  
(Exact name of registrant as specified in its charter)

|                                                                               |                                |                                                       |
|-------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------|
| Delaware<br>(State or other jurisdiction of<br>Incorporation or organization) | 0-18051<br>Commission File No. | 13-3487402<br>(I.R.S. Employer<br>Identification No.) |
|-------------------------------------------------------------------------------|--------------------------------|-------------------------------------------------------|

203 East Main Street  
Spartanburg, South Carolina 29319-0001  
(Address of principal executive offices)  
(Zip Code)

(864) 597-8000  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 April 24, 2013, Denny's Corporation (the "Company") entered into an Amended and Restated Credit Agreement among Denny's, Inc., as the Borrower, the Company, Denny's Realty, LLC and DFO, LLC, as Guarantors, Wells Fargo Bank, National Association, as Administrative Agent and L/C Issuer, Regions Bank and General Electric Capital Corporation, as Co-Syndication Agents, Cadence Bank N.A., Fifth Third Bank and RBS Citizens, N.A., as Co-Documentation Agents, and the other lenders party thereto (the "New Credit Facility"). The New Credit Facility provides for a five-year \$250 million credit facility that is comprised of a \$60 million senior secured term loan and a \$190 million senior secured revolver (with a \$30 million letter of credit sublimit). Borrowings will bear a tiered interest rate based on the Company's consolidated leverage ratio and is initially set at LIBOR plus 200 basis points. The New Credit Facility includes an accordion feature that would allow the Borrowers to increase the size of the facility to \$300 million. The maturity date for the New Credit Facility is April 24, 2018.

The New Credit Facility is being used to refinance the Company's Old Credit Facility (as defined in Item 1.02 below) and will also be available for working capital, capital expenditures and other general corporate purposes. The New Credit Facility is guaranteed by the Company and its material subsidiaries and is secured by substantially all of the assets of the Company and its subsidiaries, including the stock of the Company's subsidiaries.

The New Credit Facility includes negative covenants that are usual for facilities and transactions of this type. The New Credit Facility also includes certain financial covenants with respect to a maximum consolidated leverage ratio, a minimum consolidated fixed charged coverage ratio and maximum capital expenditures.

The term loan under the New Credit Facility requires amortization of the original term loan balance of 5% per year in the first two years, 7.5% in the subsequent two years and 10% in the fifth year with the balance due at maturity. The Borrowers will be required to make certain mandatory prepayments under certain circumstances and will have the option to make certain prepayments under the New Credit Facility. The New Credit Facility includes events of default (and related remedies, including acceleration and increased interest rates following an event of default) that are usual for facilities and transactions of this type.

For additional information, see the press release attached hereto as Exhibit 99.1, which is hereby incorporated by reference.

Item 1.02. Termination of a Material Definitive Agreement.

On April 24, 2013, the Company terminated its Credit Agreement dated as of April 12, 2012, among Denny's, Inc., as Borrower, the Company, Denny's Realty, LLC and DFO, LLC, as Guarantors, Wells Fargo Bank, N.A., as Administrative Agent and L/C Issuer, Regions Bank and General Electric Capital Corp., as Co-Syndication Agents and Cadence Bank and RBS Citizens, N.A. as Co-Documentation Agents, which established a credit facility in the original amount of \$250 million (the "Old Credit Facility"). The Old Credit Facility was terminated in connection with the entry into the New Credit Facility described in Item 1.01 above.

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

The discussion in Item 1.01 of this Form 8-K regarding the New Credit Facility is hereby incorporated by reference.

Item 8.01 Other Events.

On April 25, 2013, the Company announced that its Board of Directors has approved a new share repurchase program authorizing the Company to repurchase up to another 10 million shares of its common stock, in addition to repurchases previously authorized. The Company also announced that, as of April 24, 2013, it has approximately 2.4 million shares remaining available in its current 6 million share stock repurchase program announced in May 2012. A copy of the press release is attached hereto as Exhibit 99.1, which is hereby incorporated by reference.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit 99.1 -- Press release issued by Denny's Corporation on April 25, 2013.

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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.

Denny's Corporation

Date: April 25, 2013

/s/ F. Mark Wolfinger  
F. Mark Wolfinger  
Executive Vice President,  
Chief Administrative Officer and  
Chief Financial Officer