

CINTAS CORP  
Form 8-K  
May 23, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 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): **May 18, 2011**

**Cintas Corporation**

(Exact Name of Registrant as Specified in Charter)

**Washington**  
(State or Other Jurisdiction of Incorporation)

**0-11399**  
(Commission File  
Number)

**31-1188630**  
(IRS Employer Identification No.)

**6800 Cintas Boulevard, P.O. Box**  
**625737, Cincinnati, Ohio**  
(Address of Principal Executive Offices)

**45262-5737**  
(Zip Code)

Registrant's telephone number, including area code: **(513) 459-1200**

(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:

- 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 8.01. Other Events.**

Cintas Corporation is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-160926), as amended by Post-Effective Amendment No. 1 filed with the Securities and Exchange Commission on May 18, 2011:

1. Underwriting Agreement, dated as of May 18, 2011, by and among Cintas Corporation No. 2, Cintas Corporation and the other guarantors party thereto and KeyBanc Capital Markets Inc. and J.P. Morgan Securities LLC, acting as representatives of the several underwriters named therein;
2. Form of Officers Certificate establishing the terms of the 2.85% Senior Notes due 2016 (including Form of Note);
3. Form of Officers Certificate establishing the terms of the 4.30% Senior Notes due 2021 (including Form of Note);
4. Opinion of Jones Day;
5. Opinion of Lionel Sawyer & Collins, Ltd.; and
6. Opinion of Perkins Coie LLP.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of May 18, 2011, by and among Cintas Corporation No. 2, Cintas Corporation and the other guarantors party thereto and KeyBanc Capital Markets Inc. and J.P. Morgan Securities LLC, acting as representatives of the several underwriters named therein
4.1	Form of Officers Certificate establishing the terms of the 2.85% Senior Notes due 2016 (including Form of Note)
4.2	Form of Officers Certificate establishing the terms of the 4.30% Senior Notes due 2021 (including Form of Note)

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- 5.1 Opinion of Jones Day
- 5.2 Opinion of Lionel Sawyer & Collins, Ltd.
- 5.3 Opinion of Perkins Coie LLP
- 23.1 Consent of Jones Day (included in Exhibit 5.1)
- 23.2 Consent of Lionel Sawyer & Collins, Ltd. (included in Exhibit 5.2)
- 23.3 Consent of Perkins Coie LLP (included in Exhibit 5.3)

**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.

CINTAS CORPORATION

By:	/s/ William C. Gale	
	Name:	William C. Gale
	Title:	Senior Vice President and Chief Financial Officer

Dated: May 23, 2011

**INDEX TO EXHIBITS**

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