

DARLING INTERNATIONAL INC  
Form 8-K  
January 02, 2004

**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): January 2, 2004

**DARLING INTERNATIONAL INC.**  
(Exact name of registrant as specified in its charter)

Commission File Number 000-24620

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**36-2495346**  
(I.R.S. Employer  
Identification No.)

**251 O'CONNOR RIDGE BLVD., SUITE 300, IRVING, TEXAS 75038**  
(Address of principal executive offices)

Registrant's telephone number, including area code: 972.717.0300

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**Item 5. Other Events.**

On January 2, 2004, Darling International Inc. announced that on December 31, 2003, it issued Senior Subordinated Notes in the amount of \$35,000,000 and applied the net proceeds of such issuance to pay down the term loan portion of its Senior Credit Facility. In connection with the Senior Subordinated Note issuance, the Company entered into a Fifth Amendment to the Amended and Restated Credit Agreement dated as of May 10, 2002, as amended (the "Fifth Amendment"). A copy of the press release, Note Purchase Agreement and Fifth Amendment are attached as Exhibits to this report.

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**Item 7. Financial Statements, ProForma Financial Information and Exhibits.**

(c) Exhibits

10.1 Note Purchase Agreement, dated as of December 31, 2003, by and among Darling International Inc., the Guarantors party thereto and the purchasers identified on Annex A thereto.

10.2 Fifth Amendment to Amended and Restated Credit Agreement, dated as of December 31, 2003, by and among Darling International Inc., the banks and lenders party thereto and Credit Lyonnais New York Branch, as administrative agent.

99.1 Press Release dated January 2, 2004.

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**SIGNATURE**

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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.

DARLING INTERNATIONAL INC.

Date: January 2, 2004

By: /s/ John O. Muse  
John O. Muse  
Executive Vice President  
Finance and Administration

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