

GRAHAM CORP  
Form 8-K  
February 17, 2009

**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): February 13, 2009  
Graham Corporation**

(Exact name of Registrant as specified in its charter)

**Delaware**

**1-8462**

**16-1194720**

(State or other jurisdiction of  
incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**20 Florence Avenue, Batavia, New York**

**14020**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(585) 343-2216**

**N/A**

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

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 1.01. Entry into a Material Definitive Agreement.**

On February 13, 2009 Graham Corporation (the Company ) entered into Amendment No. 1 to Loan Agreement (the Amendment ) with Bank of America, N.A. (the Bank ). The Amendment, which amends that certain Loan Agreement dated December 5, 2007 between the Bank and the Company, provides the Company with the Bank s consent to complete its previously announced stock repurchase program. Pursuant to such stock repurchase program, the Company may utilize cash on hand to repurchase up to 1,000,000 shares of its Common Stock in open market and privately negotiated transactions. The Company s stock repurchase program will continue until the earlier of July 29, 2009, until 1,000,000 of shares of Common Stock have been repurchased or until the Board of Directors terminates the program.

A copy of the Amendment is attached to this Current Report on Form 8-K as Exhibit 99.1. The above summary of the terms of the Amendment are qualified in their entirety by reference to the actual text of the Amendment.

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

*(d) Exhibits.* The following is attached as an exhibit to this Form 8-K:

Exhibit No.	Description
99.1	Amendment No. 1 to Loan Agreement between Graham Corporation and Bank of America, N.A., dated as of February 13, 2009.

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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.

**Graham Corporation**

Date: February 17, 2009

By: James R. Lines  
James R. Lines  
President and  
Chief Executive Officer