

SERVICE CORPORATION INTERNATIONAL

Form 8-K

November 24, 2009

TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

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

Arrangement of a Registrant

Item 9.01 Financial Statements and Exhibits

SIGNATURES

EX-10.1

Table of Contents

Item 1.01 Entry into a Material Definitive Agreement

Effective November 18, 2009, Service Corporation International (SCI) entered into an Amended and Restated Revolving Credit Agreement (the Amended Credit Agreement), by and among the lenders party thereto and JPMorgan Chase Bank, N.A. as Administrative Agent for the lenders. The Amended Credit Agreement (i) extends the maturity date of SCI s prior credit facility to November 28, 2013, (ii) increases the commitment amount to \$400,000,000, (iii) increases the interest rate for borrowings and letters of credit and the commitment fee for any unused commitment, (iv) revises certain negative covenants, including those related to permitted acquisitions, stock repurchases and dividend payments, to provide SCI with more flexibility to engage in these activities, and (v) adjusts the Leverage Ratio and the Interest Coverage Ratio financial covenants. A copy of the Amended Credit Agreement is attached to this current report as Exhibit 10.1 and is incorporated herein by reference.

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

The description contained under Item 1.01 above is incorporated by reference in its entirety into this Item 2.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number

Description

10.1	Amended and Restated Revolving Credit Agreement by and among the lenders party thereto and JPMorgan Chase Bank, N.A. as Administrative Agent for the lenders, dated as of November 18, 2009
------	---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------

Table of Contents

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.

Dated: November 24, 2009

SERVICE CORPORATION INTERNATIONAL

By: /s/ Gregory T. Sangalis

Name: Gregory T. Sangalis

Title: Senior Vice President, General Counsel and Secretary