

SERVICEMASTER CO  
Form 8-K  
April 02, 2012

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 2, 2012 (March 27, 2012)**

**THE SERVICEMASTER COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other Jurisdiction  
of Incorporation)

**1-14762**  
(Commission File Number)

**36-3858106**  
(I.R.S Employer  
Identification Number)

**860 Ridge Lake Boulevard, Memphis, Tennessee**  
(Address of principal executive offices)

**38120**  
(Zip Code)

Registrant's telephone number, including area code: **(901) 597-1400**

**Not Applicable**

## Edgar Filing: SERVICEMASTER CO - Form 8-K

(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 (*see* General Instruction A.2. below):

- ☐ 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 March 27, 2012, ServiceMaster Consumer Services Limited Partnership ( ServiceMaster ), a subsidiary of The ServiceMaster Company (the Company ), and International Business Machines Corporation ( IBM ) entered into an amendment (the Amendment ) to the First Amended and Restated Master Services Agreement and the related First Amended and Restated Transaction Document No. 1, both dated November 1, 2010 (collectively, the Agreement ), modifying the terms pursuant to which IBM provides information technology operations and applications development services to the Company and its subsidiaries. The Amendment facilitates the expected phase-out through 2013 of a significant portion of the services now provided to the Company by IBM, which the Company has previously reported.

The terms and provisions of the Amendment (i) remove ServiceMaster 's existing minimum revenue commitment to IBM; (ii) extend from 24 months to 36 months the availability of termination assistance from IBM for application development and maintenance services; (iii) allow ServiceMaster to terminate the Agreement related to network, infrastructure and end-user services for convenience upon 60 days ' notice with no termination fees; (iv) significantly reduce termination fees for disaster recovery services; and (v) eliminate termination fees for application development services if ServiceMaster terminates such services after September 2013.

**SIGNATURE**

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.

Date: April 2, 2012

THE SERVICEMASTER COMPANY

By:

/s/ Roger A. Cregg

Roger A. Cregg

Senior Vice President and Chief Financial Officer