

WD 40 CO  
Form 8-K  
September 25, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 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): September 22, 2008

**WD-40 COMPANY**

(Exact Name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-06936**  
(Commission File Number)

**95-1797918**  
(I.R.S. Employer

**1061 Cudahy Place, San Diego, California 92110**

**Identification Number)**

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(Address of principal executive offices, with zip code)

**(619) 275-1400**

(Registrant's telephone number, including area code)

**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 (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))

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

On and effective as of September 22, 2008, WD-40 Company (the Company ) entered into an unsecured Loan Agreement (the Agreement ) with Union Bank of California, N.A. (the Bank ). The new credit facility under the Agreement consists of a \$10 million revolving loan (the Revolving Loan ) which was undrawn at closing. The proceeds of the Revolving Loan shall be used for the Company s general working capital purposes. The Company may borrow, repay and re-borrow all or part of the Revolving Loan in amounts of not less than \$100,000. Under the terms of the Agreement, outstanding borrowings under the Revolving Loan would accrue interest at either LIBOR plus 1.0 percent or the Bank s variable interest rate, as selected by the Company. All borrowings of the Revolving Loan must be made before October 3, 2011, at which time all unpaid principal and interest of the Revolving Loan will be due and payable.

**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.

WD-40 Company  
(Registrant)

Date: September 25, 2008

/s/ JAY REMBOLT  
Jay Rembolt  
Chief Financial Officer  
(Principal Financial Officer)