

AMKOR TECHNOLOGY INC

Form 8-K

November 04, 2004

Table of Contents

**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)

October 29, 2004

AMKOR TECHNOLOGY, INC.

(Exact name of registrant as
specified in its charter)

DELAWARE

000-29472

23-1722724

(State or Other
Jurisdiction of
Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

**1345 ENTERPRISE DRIVE
WEST CHESTER, PA 19380**

(Address of Principal Executive
Offices, including Zip Code)

(610) 431-9600

(Registrant's telephone number,
including area code)

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))

TABLE OF CONTENTS

Item 1.01. Entry into a Material Definitive Agreement.

Item 9.01. Financial Statements and Exhibits.

SIGNATURES

EXHIBIT INDEX

EXHIBIT 10.1 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 10 1/2% SENIOR
SUBORDINATED NOTES DUE 2009

EXHIBIT 10.2 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 10 1/2% SENIOR
SUBORDINATED NOTES DUE 2009

EXHIBIT 10.3 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 9 1/4% SENIOR NOTES
DUE 2008

EXHIBIT 10.4 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 9 1/4% SENIOR NOTES
DUE 2008

EXHIBIT 10.5 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 7.75% SENIOR NOTES
DUE 2013

EXHIBIT 10.6 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 7.75% SENIOR NOTES
DUE 2013

EXHIBIT 10.7 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 7 1/8% SENIOR NOTES
DUE 2011

EXHIBIT 10.8 SUPPLEMENTAL INDENTURE REGARDING AMKOR'S 7 1/8% SENIOR NOTES
DUE 2011

Table of Contents

Item 1.01. Entry into a Material Definitive Agreement.

On October 29, 2004, Amkor Technology, Inc. (Amkor) entered into:

(i) a Supplemental Indenture with Unitive, Inc. (Unitive), a Delaware corporation and subsidiary of Amkor, and U.S. Bank National Association (U.S. Bank), as Trustee, to the Indenture, dated as of May 13, 1999 (the 10 1/2% Indenture), among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), relating to Amkor s outstanding 10 1/2% Senior Subordinated Notes due 2009 (the 10 1/2% Notes);

(ii) a Supplemental Indenture with Unitive Electronics, Inc. (Unitive Electronics) and together with Unitive, each a Guaranteeing Subsidiary), a North Carolina corporation and indirect subsidiary of Amkor, and U.S. Bank, as Trustee, to the 10 1/2% Indenture;

(iii) a Supplemental Indenture with Unitive and U.S. Bank, as Trustee, to the Indenture, dated as of February 20, 2001 (the 9 1/4% Indenture), among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), relating to Amkor s outstanding 9 1/4% Senior Notes due 2008 (the 9 1/4% Notes);

(iv) a Supplemental Indenture with Unitive Electronics and U.S. Bank, as Trustee, to the 9 1/4% Indenture;

(v) a Supplemental Indenture with Unitive and U.S. Bank, as Trustee, to the Indenture, dated as of May 8, 2003 (the 7.75% Indenture), among Amkor and U.S. Bank, relating to Amkor s outstanding 7.75% Senior Notes due 2013 (the 7.75% Notes);

(vi) a Supplemental Indenture with Unitive Electronics and U.S. Bank, as Trustee, to the 7.75% Indenture;

(vii) a Supplemental Indenture (together with the Supplemental Indentures referred to in clauses (i) through (vi) above, each a Supplemental Indenture and collectively the Supplemental Indentures) with Unitive and Wells Fargo Bank, N.A. (Wells Fargo), as Trustee, to the Indenture, dated as of March 12, 2004 (the 7 1/8% Indenture), among Amkor and Wells Fargo, relating to Amkor s outstanding 7 1/8% Senior Notes due 2011 (the 7 1/8% Notes) and together with the 10 1/2% Notes, 9 1/4% Notes and 7.75% Notes, the Notes); and

(viii) a Supplemental Indenture with Unitive Electronics and Wells Fargo, as Trustee, to the 7 1/8% Indenture.

Each Guaranteeing Subsidiary also executed and delivered a Note Guarantee with each Supplemental Indenture. Each Supplemental Indenture and Note Guarantee provides for the unconditional guarantee by the Guaranteeing Subsidiary party thereto of Amkor s obligations of payment and performance under the applicable Notes and the Indenture governing such Notes, each on the terms and conditions set forth in such Indenture.

Currently, approximately \$200.0 million of the 10 1/2% Notes are outstanding. The 10 1/2% Notes are subordinated in right of payment to the prior payment in full of all of Amkor s designated senior debt. Similarly, the obligations of each Guaranteeing Subsidiary under the guarantee of the 10 1/2% Notes are junior and subordinated to the guarantee of the obligations under Amkor s senior notes, including the 9 1/4% Notes, 7.75% Notes and 7 1/8% Notes. The 10 1/2% Notes will mature on May 1, 2009 and have an annual coupon rate of 10 1/2%, payable semi-annually.

Currently, approximately (i) \$470.5 million of the 9 1/4% Notes, (ii) \$425.0 million of the 7.75% Notes, and (iii) \$248.4 million of the 7 1/8% Notes are outstanding. The 9 1/4% Notes, 7.75% Notes and 7 1/8% Notes are unsecured senior obligations of Amkor, ranking senior in right of payment to all of Amkor s subordinated and senior

subordinated debt, and equally with Amkor's other unsecured senior indebtedness.

Table of Contents

The 9 1/4% Notes will mature on February 15, 2008 and have an annual coupon rate of 9 1/4%, payable semi-annually. The 7.75% Notes will mature on May 15, 2013 and have an annual coupon rate of 7.75%, payable semi-annually. The 7 1/8% Notes will mature on March 15, 2011 and have an annual coupon rate of 7 1/8%, payable semi-annually.

The Supplemental Indentures, each containing a complete listing of provisions, are included herein as exhibits.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

- 10.1 Supplemental Indenture, dated as of October 29, 2004, among Amkor Technology, Inc. (Amkor), Unitive, Inc. (Unitive) and U.S. Bank National Association (U.S. Bank), as Trustee, to Indenture, dated as of May 13, 1999, among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), regarding Amkor s 10 1/2% Senior Subordinated Notes due 2009.
 - 10.2 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics, Inc. (Unitive Electronics) and U.S. Bank, as Trustee, to Indenture, dated as of May 13, 1999, among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), regarding Amkor s 10 1/2% Senior Subordinated Notes due 2009.
 - 10.3 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive and U.S. Bank, as Trustee, to Indenture, dated as of February 20, 2001, among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), regarding Amkor s 9 1/4% Senior Notes due 2008.
 - 10.4 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics and U.S. Bank, as Trustee, to Indenture, dated as of February 20, 2001, among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), regarding Amkor s 9 1/4% Senior Notes due 2008.
 - 10.5 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive and U.S. Bank, as Trustee, to Indenture, dated as of May 8, 2003, among Amkor and U.S. Bank, regarding Amkor s 7.75% Senior Notes due 2013.
 - 10.6 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics and U.S. Bank, as Trustee, to Indenture, dated as of May 8, 2003, among Amkor and U.S. Bank, regarding Amkor s 7.75% Senior Notes due 2013.
 - 10.7 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive and Wells Fargo Bank, N.A., as Trustee, to Indenture, dated as of March 12, 2004, among Amkor and Wells Fargo Bank, N.A., regarding Amkor s 7 1/8% Senior Notes due 2011.
 - 10.8 Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics and Wells Fargo Bank, N.A., as Trustee, to Indenture, dated as of March 12, 2004, among Amkor and Wells Fargo Bank, N.A., regarding Amkor s 7 1/8% Senior Notes due 2011.
-

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.

AMKOR TECHNOLOGY, INC.

By: /s/ Kenneth T. Joyce

Kenneth T. Joyce
Chief Financial Officer

Date: November 4, 2004

Table of Contents**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
10.1	Supplemental Indenture, dated as of October 29, 2004, among Amkor Technology, Inc. (Amkor), Unitive, Inc. (Unitive) and U.S. Bank National Association (U.S. Bank) (as successor to State Street Bank and Trust Company), as Trustee, to Indenture, dated as of May 13, 1999, among Amkor and U.S. Bank, regarding Amkor s 10 1/2% Senior Subordinated Notes due 2009.
10.2	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics, Inc. (Unitive Electronics) and U.S. Bank (as successor to State Street Bank and Trust Company), as Trustee, to Indenture, dated as of May 13, 1999, among Amkor and U.S. Bank, regarding Amkor s 10 1/2% Senior Subordinated Notes due 2009.
10.3	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive and U.S. Bank (as successor to State Street Bank and Trust Company), as Trustee, to Indenture, dated as of February 20, 2001, among Amkor and U.S. Bank, regarding Amkor s 9 1/4% Senior Notes due 2008.
10.4	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics and U.S. Bank, as Trustee, to Indenture, dated as of February 20, 2001, among Amkor and U.S. Bank (as successor to State Street Bank and Trust Company), regarding Amkor s 9 1/4% Senior Notes due 2008.
10.5	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive and U.S. Bank, as Trustee, to Indenture, dated as of May 8, 2003, among Amkor and U.S. Bank, regarding Amkor s 7.75% Senior Notes due 2013.
10.6	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics and U.S. Bank, as Trustee, to Indenture, dated as of May 8, 2003, among Amkor and U.S. Bank, regarding Amkor s 7.75% Senior Notes due 2013.
10.7	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive and Wells Fargo Bank, N.A., as Trustee, to Indenture, dated as of March 12, 2004, among Amkor and Wells Fargo Bank, N.A., regarding Amkor s 7 1/8% Senior Notes due 2011.
10.8	Supplemental Indenture, dated as of October 29, 2004, among Amkor, Unitive Electronics and Wells Fargo Bank, N.A., as Trustee, to Indenture, dated as of March 12, 2004, among Amkor and Wells Fargo Bank, N.A., regarding Amkor s 7 1/8% Senior Notes due 2011.