

AGILENT TECHNOLOGIES INC  
Form 8-K  
June 19, 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): **June 13, 2008**

**AGILENT TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

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

**001-15405**  
(Commission  
File Number)

**77-0518772**  
(IRS Employer  
Identification No.)

**5301 Stevens Creek Boulevard, Santa Clara, CA**  
(Address of principal executive offices)

**95051**  
(Zip Code)

Registrant's telephone number, including area code **(408) 553-2424**

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

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 1.01 Entry into a Material Definitive Agreement.**

**Amendment of Five Year Credit Agreement**

On June 13, 2008, Agilent Technologies, Inc. ( Agilent ) entered into a Second Amendment (the Second Amendment ) to the Five Year Credit Agreement (the Credit Agreement ) among Agilent, certain lenders party thereto (the Lenders ) and JPMorgan Chase Bank, N.A., as administration agent.

The Second Amendment amends the Credit Agreement to provide that the acceleration to July 16, 2008 by Merrill Lynch Capital Services, Inc. ( Merrill ) of the obligation of Agilent Technologies World Trade, Inc. to repurchase 15,000 Class A Preferred Shares of Agilent Technologies (Cayco) Limited, a indirect wholly-owned subsidiary of Agilent, at a repurchase price of \$1.5 billion (the World Trade Repurchase Obligation ) will not constitute an event of default prior to July 11, 2008. On or after July 11, 2008, the existence of the accelerated World Trade Repurchase Obligation will constitute an event of default, unless either (1) Merrill shall have extended the repurchase date of the World Trade Repurchase Obligation beyond July 16, 2008 (or definitive agreements providing for such extension have been executed), or (2) Agilent shall have entered into definitive principal documentation with one or more counterparties regarding a transaction which would satisfy the World Trade Repurchase Obligation on or prior to its due date on July 16, 2008. In the event that the World Trade Repurchase Obligation is extended beyond July 16, 2008, an event of default will occur on the earlier of (A) the third business day prior to the date on which the World Trade Repurchase Obligation is due, and (B) November 16, 2008.

Prior to the effectiveness of the Second Amendment, an event of default would be deemed to exist under the Credit Agreement on June 16, 2008 if the World Trade Repurchase Obligation was not satisfied prior to that date.

If a default were to occur under the Credit Agreement, the Lenders could require Agilent to immediately repay any outstanding debt and refuse to lend additional amounts until such default were cured.

The World Trade Obligation relates to the Master Repurchase Agreement and related Confirmation dated November 16, 2007 between World Trade and a counterparty, which amended the original agreement dated January 27, 2006. World Trade sold the Purchased Securities to the counterparty for a total price of \$1.5 billion, the amount of the aggregate liquidation preference. World Trade would have been obligated to repurchase the Class A Preferred Shares from the counterparty on January 27, 2011 for 100% of their aggregate liquidation preference, subject to Merrill s right to accelerate that repurchase by written notice to Agilent to a repurchase date to occur no earlier than 120 days from the date of any notice. However, Merrill gave World Trade an acceleration notice on March 18, 2008.

A copy of the Second Amendment is filed herewith as Exhibit 10.3 and is incorporated herein by reference. The foregoing description is qualified in its entirety by reference to the full text of the agreement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
10.1	Five Year Credit Agreement, dated May 11, 2007, by and among the Company, the Lenders parties thereto, and JPMorgan Chase Bank, N.A., as administration agent (Incorporated by reference to Exhibit 10.1 of Agilent's Form 8-K filed with the SEC on May 14, 2007)
10.2	First Amendment to Five Year Credit Agreement, dated March 3, 2008, by and among Agilent, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administration agent (Incorporated by reference to Exhibit 10.1 of Agilent's Form 10-Q filed with the SEC on March 7, 2008)
10.3	Second Amendment to Five Year Credit Agreement, dated June 13, 2008, by and among Agilent, the lenders party thereto, and JPMorgan Chase Bank, N.A., as administration agent

**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.

AGILENT TECHNOLOGIES, INC.

By:	<i>/s/ Marie Oh Huber</i>
Name:	Marie Oh Huber
Title:	Vice President, Deputy General Counsel and Assistant Secretary

Date: June 19, 2008

**Exhibit Index**

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; margin: 0pt 0; text-align: center">11.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

**4.6%**

12.

TYPE OF REPORTING PERSON

**OO; HC**

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NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

1.

**Kenneth Griffin**

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2.

(a)

(b)

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF ORGANIZATION

4.

**U.S. Citizen**

NUMBER OF

SHARES

SOLE VOTING POWER

BENEFICIALLY 5.

OWNED BY

**0**

EACH

6. SHARED VOTING POWER

REPORTING

PERSON

WITH **1,760,318 shares**

SOLE DISPOSITIVE POWER

7.

**0**

8. SHARED DISPOSITIVE POWER

**See Row 6 above**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9.

**See Row 6 above**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

10.

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

11.

**4.6%**

TYPE OF REPORTING PERSON

12.

**IN; HC**



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**Item  
1(a) Name of Issuer**

Green Plains Inc.

**Item  
1(b) Address of Issuer's Principal Executive Offices**

450 Regency Parkway, Suite 400, Omaha, Nebraska 68114

**Item  
2(a) Name of Person Filing**

This Schedule 13G/A is being jointly filed by Citadel Advisors LLC ("Citadel Advisors"), Citadel Advisors Holdings II LP ("CAH2"), Citadel GP LLC ("CGP") and Mr. Kenneth Griffin (collectively with Citadel Advisors, CAH2 and CGP, the "Reporting Persons") with respect to shares of common stock (and options to purchase common stock) of the above-named issuer owned by Surveyor Capital Ltd., a Cayman Islands limited company ("SC"), and Citadel Securities LLC, a Delaware limited liability company ("Citadel Securities").

Citadel Advisors is the portfolio manager for SC. CAH2 is the managing member of Citadel Advisors. CALC III LP, a Delaware limited partnership ("CALC3"), is the non-member manager of Citadel Securities. CGP is the general partner of CALC3 and CAH2. Mr. Griffin is the President and Chief Executive Officer of, and owns a controlling interest in, CGP.

The filing of this statement shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any securities covered by the statement other than the securities actually owned by such person (if any).

**Item  
2(b) Address of Principal Business Office**

The address of the principal business office of each of the Reporting Persons is c/o Citadel LLC, 131 S. Dearborn Street, 32nd Floor, Chicago, Illinois 60603.

**Item  
2(c) Citizenship**

Each of Citadel Advisors and CGP is organized as a limited liability company under the laws of the State of Delaware. CAH2 is organized as a limited partnership under the laws of the State of Delaware. Mr. Griffin is a U.S. citizen.

**Item  
2(d) Title of Class of Securities**

Common stock, \$0.001 par value

**Item  
2(e) CUSIP Number**

393222104



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**Item 3** If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is **a:**

- (a) "Broker or dealer registered under Section 15 of the Exchange Act;
- (b) "Bank as defined in Section 3(a)(6) of the Exchange Act;
- (c) "Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) "Investment company registered under Section 8 of the Investment Company Act;
- (e) "An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);
- (f) "An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) "A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (h) "A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) "A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) "Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution: \_\_\_\_\_.

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#### **Item 4 Ownership**

##### A. Citadel Advisors LLC

- (a) Citadel Advisors may be deemed to beneficially own 1,701,292 shares of common stock.
- (b) The number of shares Citadel Advisors may be deemed to beneficially own constitutes approximately 4.5% of the common stock outstanding.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 1,701,292
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 1,701,292

##### B. Citadel Advisors Holdings II LP

- (a) CAH2 may be deemed to beneficially own 1,701,292 shares of common stock.
- (b) The number of shares CAH2 may be deemed to beneficially own constitutes approximately 4.5% of the common stock outstanding.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 1,701,292
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 1,701,292

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C. Citadel GP LLC and Kenneth Griffin

- (a) CGP and Griffin may be deemed to beneficially own 1,760,318 shares of common stock.
- (b) The number of shares CGP and Griffin may be deemed to beneficially own constitutes approximately 4.6% of the common stock outstanding.
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 0
  - (ii) shared power to vote or to direct the vote: 1,760,318
  - (iii) sole power to dispose or to direct the disposition of: 0
  - (iv) shared power to dispose or to direct the disposition of: 1,760,318

**Item 5 Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following x.

**Item 6 Ownership of More than Five Percent on Behalf of Another Person**

Not Applicable

**Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company**

See Item 2 above

**Item 8 Identification and Classification of Members of the Group**

Not Applicable

**Item 9 Notice of Dissolution of Group**

Not Applicable

**Item 10 Certification**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the

issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated this 16<sup>th</sup> day of February, 2016.

**CITADEL ADVISORS LLC**

By: /s/ Mark Polemeni  
Mark Polemeni, Authorized Signatory

**CITADEL ADVISORS HOLDINGS II  
LP**

By: /s/ Mark Polemeni  
Mark Polemeni, Authorized Signatory

**CITADEL GP LLC**

By: /s/ Mark Polemeni  
Mark Polemeni, Authorized Signatory

**KENNETH GRIFFIN**

By: /s/ Mark Polemeni  
Mark Polemeni, attorney-in-fact\*

Mark Polemeni is signing on behalf of Kenneth Griffin as attorney-in-fact pursuant to a power of attorney previously filed with the Securities and Exchange Commission on January 18, 2013, and hereby incorporated by reference herein. The power of attorney was filed as an attachment to a filing by Citadel Advisors LLC on Schedule 13G for TiVo Inc.