

ANIXTER INC  
Form 8-K  
April 30, 2012

**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): April 25, 2012**

**ANIXTER INTERNATIONAL INC.**

**(Exact name of registrant as specified in its charter)**

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

**001-10212**  
**(Commission**

**File Number)**

**94-1658138**  
**(I.R.S. Employer**

**Identification No.)**

**ANIXTER INC.**

**(Exact name of registrant as specified in its charter)**

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

**333-180905-01**  
(Commission  
File Number)  
**2301 Patriot Blvd.**

**36-2361285**  
(I.R.S. Employer  
Identification No.)

**Glenview, Illinois 60026**

**(224) 521-8000**

(Address and telephone number of principal executive offices)

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:

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

On April 25, 2012, Anixter International Inc. and Anixter Inc. entered into an Underwriting Agreement with Wells Fargo Securities, LLC as representative of the underwriters named therein (the Underwriting Agreement ), with respect to the offering and sale of \$350,000,000 of 5.625% Senior Notes due 2019 (the Notes ). The sale closed on April 30, 2012. The purchase price paid by the underwriters was 98.25% of the aggregate principal amount. The Notes were issued under an Indenture by and among Anixter Inc., Anixter International Inc. and Wells Fargo Bank, National Association, as trustee, dated as of April 30, 2012 (the Indenture ), as supplemented by a First Supplemental Indenture, dated as of April 30, 2012 (the First Supplemental Indenture ). The Notes were issued by Anixter Inc. and guaranteed by Anixter International Inc. The Notes were sold pursuant to an effective registration statement on Form S-3 (File Nos. 333-180905 and 333-180905-01).

A copy of the Underwriting Agreement, the Indenture, the First Supplemental Indenture (including the form of Note) and an opinion of Schiff Hardin LLP with respect to the Notes are filed as Exhibit 1.1, 4.1, 4.2 and 5.1, respectively, to this Report on Form 8-K, and are hereby incorporated by reference herein.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**  
See Item 1.01.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

The following exhibits are filed herewith:

- 1.1 Underwriting Agreement among Anixter Inc., Anixter International Inc. and Wells Fargo Securities, LLC, dated April 25, 2012
- 4.1 Indenture by and among Anixter Inc., Anixter International Inc. and Wells Fargo Bank, National Association, as Trustee, dated as of April 30, 2012, with respect to Debt Securities and Guarantees
- 4.2 First Supplemental Indenture by and among Anixter Inc., Anixter International Inc. and Wells Fargo Bank, National Association, as Trustee, dated as of April 30, 2012, with respect to 5.625% Senior Notes due 2019
- 4.3 Form of 5.625% Senior Note due 2019 (included in Exhibit 4.2)
- 5.1 Opinion of Schiff Hardin LLP

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

April 30, 2012

ANIXTER INTERNATIONAL INC.

By: /s/ Theodore A. Dosch  
Theodore A. Dosch  
Executive Vice President Finance and

Chief Financial Officer

April 30, 2012

ANIXTER INC.

By: /s/ Theodore A. Dosch  
Theodore A. Dosch  
Executive Vice President Finance and

Chief Financial Officer

**EXHIBIT INDEX**

Exhibit No.	Description
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4.1	Indenture by and among Anixter Inc., Anixter International Inc. and Wells Fargo Bank, National Association, as Trustee, dated as of April 30, 2012, with respect to Debt Securities and Guarantees
4.2	First Supplemental Indenture by and among Anixter Inc., Anixter International Inc. and Wells Fargo Bank, National Association, as Trustee, dated as of April 30, 2012, with respect to 5.625% Senior Notes due 2019
4.3	Form of 5.625% Senior Note due 2019 (included in Exhibit 4.2)
5.1	Opinion of Schiff Hardin LLP