

LENNOX INTERNATIONAL INC  
Form 8-K  
November 18, 2015

**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): November 13, 2015**

**LENNOX INTERNATIONAL INC.**

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

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**001-15149**  
**(Commission**

**File Number)**  
**2140 Lake Park Blvd.**

**42-0991521**  
**(IRS Employer**

**Identification No.)**

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**Richardson, Texas 75080**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (972) 497-5000**

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 1.01 Entry into a Material Definitive Agreement.**

Effective November 13, 2015, Lennox Industries Inc. ( Lennox ), LPAC Corp. ( LPAC ), and Lennox International Inc. (the Company ), entered into an amendment ( the Amendment ) to the Amended and Restated Receivables Purchase Agreement, initially dated as of November 18, 2011 (as amended and restated, the Receivables Agreement ), with Victory Receivables Corporation, as Purchaser, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch ( BTMU ), as Administrative Agent, a Liquidity Bank and a Purchaser Agent, and PNC Bank, National Association ( PNC Bank ), as a Liquidity Bank and a Purchaser Agent.

Pursuant to the Amendment, the term of the Receivables Agreement was extended to November 13, 2017 and PNC Bank assigned to BTMU all of PNC Bank's rights and obligations under the Receivables Agreement. Additionally, pursuant to the Amendment, the BTMU Purchase Group Limit under the Receivables Agreement was increased to \$180,000,000 and \$220,000,000 from \$90,000,000 and \$110,000,000 and the PNC Purchase Group Limit was reduced to \$0 from \$90,000,000 and \$110,000,000.

The foregoing summary of the Amendment does not purport to be complete and is subject to and qualified in its entirety by reference to the text of Amendment, which is filed hereto as Exhibit 10.1 to this Current Report on Form 8-K and which is incorporated herein by reference.

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

The information set forth under Item 1.01 above is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**EXHIBIT  
NUMBER**

**DESCRIPTION**

10.1	Amendment No. 4 to Amended and Restated Receivables Purchase Agreement among LPAC Corp., as the Seller, Lennox Industries Inc., as the Master Servicer, Victory Receivables Corporation, as Purchaser, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as Administrative Agent, a Liquidity Bank and a Purchaser Agent, and PNC Bank, National Association, as a Liquidity Bank and a Purchaser Agent, effective as of November 13, 2015.
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**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.

LENNOX INTERNATIONAL INC.

By: /s/ James Markey  
Name: James Markey  
Title: Assistant Secretary  
Date: November 18, 2015