

# ARC DOCUMENT SOLUTIONS, INC.

## FORM 8-K (Current report filing)

Filed 06/05/15 for the Period Ending 06/04/15

Address	1981 N. BROADWAY, SUITE 385 WALNUT CREEK, CA 94596
Telephone	925 949-5100
CIK	0001305168
Symbol	ARC
SIC Code	7330 - Mailing, Reproduction, Commercial Art And
Industry	Business Services
Sector	Services
Fiscal Year	12/31

**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: June 4, 2015**  
(Date of earliest event reported)

**ARC Document Solutions, Inc.**  
(Exact name of registrant as specified in its charter)

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

**001-32407**  
(Commission File Number)

**20-1700361**  
(IRS Employer  
Identification Number)

**1981 N. Broadway, Walnut Creek, CA**  
(Address of principal executive offices)

**94596**  
(Zip Code)

**(925) 949-5100**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(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:

- 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))
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**Item 8.01. Other Events.**

On June 4, 2015, ARC Document Solutions, LLC, a subsidiary of ARC Document Solutions, Inc. (the “Company”) entered into an amendment to its Credit Agreement, initially dated as of November 20, 2014 (the “Credit Agreement”), with the financial institutions party thereto as lenders, Wells Fargo Bank, National Association, as administrative agent, (the “Credit Agreement Amendment”). The Credit Agreement Amendment amends the Credit Agreement by modifying the circumstances under which the composition of the Company’s board of directors could result in an event defined to be a “change of control” that would, in turn, cause an event of default to occur under the Credit Agreement.

The foregoing description of the Credit Agreement Amendment is qualified in its entirety by reference to the full text of the Credit Agreement Amendment which is attached hereto and filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.****(d) Exhibit.**

- 99.1 Amendment to Credit Agreement, dated June 4, 2015, among ARC Document Solutions, LLC, Wells Fargo Bank, National Association, as administrative agent and the financial institutions party thereto as lenders.
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**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.

Dated: June 5, 2015

**ARC DOCUMENT SOLUTIONS, INC.**

By: /s/ D. Jeffery Grimes

D. Jeffery Grimes

*Vice President, Senior Corporate Counsel & Secretary*

WELLS FARGO BANK, NATIONAL ASSOCIATION

Dated as of June 4, 2015

ARC Document Solutions, LLC  
c/o ARC Document Solutions, Inc.  
1981 N. Broadway, Suite 385  
Walnut Creek, CA 94596  
Attention: Jorge Avalos

Re: Amendment - Change of Control

Dear Mr. Avalos,

Reference is made to that certain Credit Agreement, dated as of November 20, 2014 (as amended, restated, supplemented or modified from time to time, the “Credit Agreement”), among ARC Document Solutions, LLC (the “Borrower”), each of the financial institutions party thereto from time to time (the “Lenders”), and Wells Fargo Bank, National Association, as administrative agent for the Lenders (in such capacity, the “Administrative Agent”). Capitalized terms are used in this letter agreement as defined in the Credit Agreement, unless otherwise defined herein.

On the terms and subject to the conditions set forth in this letter agreement, the Borrower, the Administrative Agent and the Required Lenders hereby agree that clause (c) of the definition of Change of Control in Section 1.01 of the Credit Agreement is amended and restated in its entirety as follows:

“(c) The occupation during any consecutive eighteen (18) month period after the Closing Date of a majority of the seats (other than vacant seats) on the board of directors or other governing body of Holdings by persons who were neither (i) nominated by the board of directors or other governing body of Holdings nor (ii) appointed or approved by directors or members of such other or other governing body so nominated, or”

The Borrower hereby confirms that the representations and warranties contained in the Credit Agreement and the other Credit Documents are (before and after giving effect to this letter agreement) true and correct in all material respects and no Default or Event of Default has occurred and is continuing.

The provisions of this letter agreement shall be effective upon the execution of this letter agreement by the Administrative Agent, the Required Lenders, the Borrower and the Guarantors.

The Credit Agreement and the other Credit Documents shall remain in full force and effect and are hereby ratified and confirmed by the Borrower in all respects. This letter agreement may be executed in any number of identical counterparts, any set of which signed by all the parties hereto shall be deemed to constitute a complete, executed original for all purposes. This letter agreement shall be governed by and construed in accordance with the laws of the State of New York without reference to conflicts of law rules other than Section 5-1401 of the General Obligations Law of the State of New York.

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This letter agreement is a Credit Document as defined in the Credit Agreement, and the provisions of the Credit Agreement generally applicable to Credit Documents are applicable hereto and incorporated herein by this reference.

Sincerely,

**WELLS FARGO BANK, NATIONAL ASSOCIATION,**  
as Administrative Agent and a Lender

By: /s/ Jay Hong  
Name: Jay Hong  
Title: Vice President

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Agreed to and accepted:

**ARC DOCUMENT SOLUTIONS, LLC**

By: /s/ D. Jeffrey Grimes

Name: D. Jeffrey Grimes

Title: Secretary

**JPMORGAN CHASE BANK, N.A.**

By: /s/ Alex Rogin

Name: Alex Rogin

Title: Vice President

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Each of the undersigned hereby acknowledges and consents to the foregoing letter agreement and confirms and agrees that the Guaranty executed by it in connection with the Credit Agreement remains in full force and effect in accordance with its terms and is hereby reaffirmed, confirmed and ratified by each of the undersigned, and each of the undersigned hereby confirms that the representations and warranties contained in such Guaranty (including any incorporated by reference to the Credit Agreement) are (before and after giving effect to this letter agreement) true and correct in all material respects.

**ARC DOCUMENT SOLUTIONS, INC.**

By: /s/ D. Jeffrey Grimes  
Name: D. Jeffrey Grimes  
Title: Secretary

**AMERICAN REPROGRAPHICS COMPANY, L.L.C.**

By: /s/ D. Jeffrey Grimes  
Name: D. Jeffrey Grimes  
Title: Secretary

**ARC ACQUISITION CORPORATION**

By: /s/ D. Jeffrey Grimes  
Name: D. Jeffrey Grimes  
Title: Secretary

**ERS DIGITAL, INC.**

By: /s/ Jorge Avalos  
Name: Jorge Avalos  
Title: V.P. Finance

**LICENSING SERVICES INTERNATIONAL, LLC**

By: /s/ D. Jeffrey Grimes  
Name: D. Jeffrey Grimes  
Title: Secretary

**PLANWELL, LLC**

By: /s/ D. Jeffrey Grimes  
Name: D. Jeffrey Grimes  
Title: Secretary

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**REPROGRAPHICS FORT WORTH, INC.**

By: /s/ D. Jeffrey Grimes

Name: D. Jeffrey Grimes

Title: Secretary