

AMKOR TECHNOLOGY INC

Form 8-K

January 10, 2005

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**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**

**January 5, 2005**

**Date of Report (date of earliest event reported)**

**AMKOR TECHNOLOGY, INC.  
(Exact name of registrant as specified in its charter)**

**Delaware**

**000-29472**

**23-1722724**

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

**(Commission File Number)**

**(I.R.S. Employer  
Identification Number)**

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

On January 5, 2005, Amkor Technology, Inc. ( Amkor ) entered into:

(i) a Supplemental Indenture with Amkor International Holdings, LLC, a Delaware limited liability company ( AIH ), P-Four, LLC, a Delaware limited liability company ( P-Four ), Amkor Technology Limited, a Cayman Islands limited company ( ATL ), Amkor/Anam Pilipinas, L.L.C., a Delaware limited liability company ( AAP, and together with AIH, P-Four and ATL, each a Guaranteeing Subsidiary and together, the Guaranteeing Subsidiaries ), each an indirect subsidiary of Amkor, and U.S. Bank National Association ( U.S. Bank ), as Trustee, to the Indenture, dated as of May 13, 1999 (as amended or supplemented from time to time, 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 the Guaranteeing Subsidiaries and U.S. Bank, as Trustee, to the Indenture, dated as of February 20, 2001 (as amended or supplemented from time to time, 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 );

(iii) a Supplemental Indenture with the Guaranteeing Subsidiaries and U.S. Bank, as Trustee, to the Indenture, dated as of May 8, 2003 (as amended or supplemented from time to time, 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 ); and

(iv) a Supplemental Indenture (together with the Supplemental Indentures referred to in clauses (i) through (iii) above, each a Supplemental Indenture and collectively the Supplemental Indentures ) with the Guaranteeing Subsidiaries and Wells Fargo Bank, N.A. ( Wells Fargo ), as Trustee, to the Indenture, dated as of March 12, 2004 (as amended or supplemented from time to time, 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 ).

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 each Guaranteeing Subsidiary 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, \$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, (i) \$470.5 million of the 9 1/4% Notes, (ii) \$425.0 million of the 7.75% Notes, and (iii) approximately \$248.5 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.

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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 January 5, 2005, among Amkor Technology, Inc. ( Amkor ), Amkor International Holdings, LLC ( AIH ), P-Four, LLC ( P-Four ), Amkor Technology Limited ( ATL ), Amkor/Anam Pilipinas, L.L.C. ( AAP ) 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 January 5, 2005, among Amkor, AIH, P-Four, ATL, AAP 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.

10.3 Supplemental Indenture, dated as of January 5, 2005, among Amkor, AIH, P-Four, ATL, AAP 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.

10.4 Supplemental Indenture, dated as of January 5, 2005, among Amkor, AIH, P-Four, ATL, AAP 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.

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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.

**AMKOR TECHNOLOGY, INC.**

By: /s/ Kenneth T. Joyce  
Kenneth T. Joyce  
Chief Financial Officer

Date: January 10, 2005

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