

CPI INTERNATIONAL, INC.
Form 8-K/A
March 24, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A
AMENDMENT NO. 1

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported): February 26, 2010

[Missing Graphic Reference]

CPI INTERNATIONAL, INC.
(Exact Name of Registrant as Specified in Charter)

| | | |
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| Delaware (State or Other Jurisdiction of Incorporation) | 000-51928 (Commission File Number) | 75-3142681 (IRS Employer Identification No.) |
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|---|--------------------------|
| 811 Hansen Way, Palo Alto, CA (Address of Principal Executive Offices) | 94303-1110 (Zip Code) |
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Registrant's telephone number, including area code: (650) 846-2900

N/A
(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 (see General Instruction A.2.):

- 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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (7 CFR 240.13e-4(c))
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EXPLANATORY NOTE

CPI International, Inc. is filing this Amendment No. 1 on Form 8-K/A to its Current Report on Form 8-K filed with the United States Securities and Exchange Commission on February 26, 2010 ("Form 8-K"). This Form 8-K/A amends the Form 8-K to include all the previously omitted exhibits and schedules to the credit agreements filed as exhibits to the Form 8-K.

Item 8.01. Other Events.

In its Current Report on Form 8-K filed on August 6, 2007, CPI International, Inc. included as Exhibit 10.1 a copy of Communications & Power Industries, Inc.'s Amended and Restated Credit Agreement dated as of August 1, 2007. CPI International, Inc. is refiling this Amended and Restated Credit Agreement as Exhibit 99.1 to this Form 8-K. The Amended and Restated Credit Agreement filed as Exhibit 99.1 to this Form 8-K includes all of the exhibits and schedules that were previously omitted from the version filed as an exhibit to the prior Form 8-K.

In its Annual Report on Form 10-K filed on December 30, 2004, CPI International, Inc. included as Exhibit 10.1 a copy of Communications & Power Industries, Inc.'s Amended and Restated Credit Agreement dated as of November 29, 2004. CPI International, Inc. is refiling this agreement as Exhibit 99.2 to this Form 8-K. The Amended and Restated Credit Agreement filed as Exhibit 99.2 to this Form 8-K includes all of the exhibits and schedules that were previously omitted from the version filed as an exhibit to the prior Form 10-K.

In their Quarterly Report on Form 10-Q filed on February 12, 2004, Communications & Power Industries Holding Corporation and Communications & Power Industries, Inc. included as Exhibit 10.1 a copy of Communications & Power Industries, Inc.'s Credit Agreement dated as of January 23, 2004. CPI International, Inc. is refiling this agreement as Exhibit 99.3 to this Form 8-K. The Credit Agreement filed as Exhibit 99.3 to this Form 8-K includes all of the exhibits and schedules that were previously omitted from the prior Form 10-Q.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Amended and Restated Credit Agreement dated August 1, 2007 among Communications & Power Industries, Inc., as Borrower, CPI International, Inc. as a Guarantor, the other Guarantors party thereto, the Lenders party thereto, and UBS Securities LLC and Bear, Stearns & Co. Inc., as Joint Lead Arrangers and Bookrunners, and UBS AG, Stamford Branch, as Administrative Agent, Collateral Agent, Issuing Bank, and UBS Loan Finance LLC, as Swingline Lender, Bear Stearns Corporate Lending Inc., as Syndication Agent, The Royal Bank Of Scotland PLC as Documentation Agent, and RBS Securities Corp. as Co-Arranger and Bookrunner.

99.2 Credit Agreement, dated as of January 23, 2004, amended and restated as of November 29, 2004, among Communications & Power Industries, Inc., as Borrower, the Guarantors named therein, the Lenders from time to time party thereto, UBS Securities LLC, Bear, Stearns & Co. Inc., UBS Loan Finance LLC, UBS AG, Stamford Branch, Bear Stearns Corporate Lending Inc., Wachovia Bank, National Association, and Wachovia Capital Markets, LLC.

99.3 Credit Agreement, dated as of January 23, 2004, among Communications & Power Industries, Inc., as Borrower, the Guarantors named therein, the Lenders from time to time party thereto, UBS Securities LLC, Bear, Stearns & Co. Inc., UBS Loan Finance LLC, UBS AG, Stamford Branch, Bear Stearns Corporate Lending Inc., Wachovia Bank, National Association, and Wachovia Capital Markets, LLC.

SIGNATURE

Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CPI
INTERNATIONAL,
INC.
(Registrant)

Dated: March 24, 2010

/s/ JOEL A.
LITTMAN
Joel A. Littman
Chief Financial
Officer

INDEX TO EXHIBITS

| Exhibit Number | Description |
|----------------|--|
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