

AIRGAS INC  
Form 8-K  
October 16, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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) October 13, 2009**

**AIRGAS, INC.**

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

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

**1-9344**  
**(Commission File Number)**

**56-0732648**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**259 North Radnor-Chester Rd., Radnor, PA.**  
(Address of principal executive offices)

**19087-5283**  
(Zip Code)

**(610) 687-5253**

(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))

**Item 2.02 Results of Operations and Financial Condition**

On October 14, 2009, Airgas, Inc. (the Company) announced that during its fiscal second quarter ended September 30, 2009, it repurchased \$58 million of its \$400 million 7.125% Senior Subordinated Notes due October 1, 2018 (the 2018 Notes), at an average price of 102.2%. A loss on the early extinguishment of debt of approximately \$2 million (\$1.3 million after tax, or \$0.02 per diluted share) will be recognized related to the redemption premium and the write-off of unamortized debt issuance costs. The loss will be reflected in the fiscal second quarter ended September 30, 2009.

The Company also announced that a charge of approximately \$1.7 million (\$1.0 million after tax, or \$0.01 per diluted share) related to partial withdrawal from a multi-employer pension plan will be reflected in the fiscal second quarter ended September 30, 2009.

The amounts related to the loss on the early extinguishment of debt on the 2018 Notes and the charge related to the partial withdrawal from a multi-employer pension plan were not included in the Company's previously issued earnings guidance of \$0.64 - \$0.69 per diluted share for the fiscal second quarter ended September 30, 2009.

The Company's press release announcing these items is attached as Exhibit 99.1

**Item 2.04 Triggering Events that Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement**

On October 13, 2009, the Company completed its previously announced redemption of all of its \$150 million 6.25% Senior Subordinated Notes that were due July 15, 2014 (the 2014 Notes), at a price of 103.125%. A loss on the early extinguishment of debt of approximately \$6 million (\$4 million after tax, or \$0.05 per diluted share) will be recognized related to the redemption premium and the write-off of unamortized debt issuance costs. The loss will be reflected in the fiscal third quarter ending December 31, 2009.

The announcement of the Company's repurchase of \$58 million of the 2018 Notes included in Item 2.02 is herein incorporated by reference.

The Company's press release announcing these items is attached as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(a) None

(b) None

(c) None

(d) Exhibits.

99.1 - Press Release dated October 14, 2009

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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.

AIRGAS, INC.  
(Registrant)

BY:                    /s/ THOMAS M. SMYTH  
                              **Thomas M. Smyth**  
                              **Vice President, Controller**

AIRGAS CARBONIC, INC.  
AIRGAS DATA, LLC  
AIRGAS-EAST, INC.  
AIRGAS-GREAT LAKES, INC.  
AIRGAS-INTERMOUNTAIN, INC.  
AIRGAS INVESTMENTS, INC.  
AIRGAS MERCHANT GASES, LLC  
AIRGAS MERCHANT HOLDINGS, INC.  
AIRGAS-MID AMERICA, INC.  
AIRGAS-MID SOUTH, INC.  
AIRGAS-NOR PAC, INC.  
AIRGAS-NORTH CENTRAL, INC.  
AIRGAS-NORTHERN CALIFORNIA & NEVADA, INC.  
AIRGAS-REFRIGERANTS, INC.  
AIRGAS RETAIL SERVICES, LLC  
AIRGAS SAFETY, INC.  
AIRGAS-SOUTH, INC.  
AIRGAS-SOUTHWEST, INC.  
AIRGAS SPECIALTY GASES, INC.  
AIRGAS SPECIALTY PRODUCTS, INC.  
AIRGAS-WEST, INC.  
MEDICAL GAS MANAGEMENT, INC.  
MISSOURI RIVER HOLDINGS, INC.  
NATIONAL WELDERS SUPPLY COMPANY, INC.  
NITROUS OXIDE CORP.  
OILIND SAFETY, INC.  
RED-D-ARC, INC.  
WORLDWIDE WELDING, LLC

(Co-Registrants)

BY:                    /s/ THOMAS M. SMYTH  
                              **Thomas M. Smyth**  
                              **Vice President**

Date October 16, 2009

**Exhibit Index**

Exhibit 99.1 Press Release dated October 14, 2009.