

SERVICE CORPORATION INTERNATIONAL

Form 8-K

August 13, 2009

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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  
DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) August 10, 2009  
SERVICE CORPORATION INTERNATIONAL  
(Exact name of registrant as specified in its charter)**

|   |   |   |
|---|---|---|
| TEXAS   | 1-6402-1  | 74-1488375                              |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number)                                       | (I.R.S. Employer<br>Identification No.) |
| 1929 Allen Parkway Houston, Texas                 |   | 77019                                   |
| (Address of principal executive offices)          |   | (Zip Code)                              |
|   | Registrant's telephone number, including area code (713) 522-5141 |   |
|   | <b>NONE</b>   |   |

(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 240.13a-4(c))
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ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On August 10, 2009, Service Corporation International (the Company ) entered into a Second Amendment to Credit Agreement (the Credit Agreement Amendment ), amending a covenant pertaining to restrictions on investments, loans, advances, guarantees and acquisitions under that certain Credit Agreement, dated November 28, 2006, as amended, among the Company and the lenders party thereto. A copy of the Credit Agreement Amendment is attached to this current report as Exhibit 10.1 and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Exhibit No. | Description   |
|-------------|---|
| 10.1        | Second Amendment to Credit Agreement, dated as of August 10, 2009, among the Company and the lenders party thereto. |

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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: August 13, 2009

SERVICE CORPORATION  
INTERNATIONAL

By: /s/ Gregory T. Sangalis  
Gregory T. Sangalis  
Senior Vice President  
General Counsel and Secretary