

FERRO CORP  
Form 8-K  
March 30, 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

Date of Report (Date of Earliest Event Reported):

March 28, 2005

Ferro Corporation

(Exact name of registrant as specified in its charter)

Ohio

1-584

34-0217820

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1000 Lakeside Avenue, Cleveland, Ohio

44114

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-641-8580

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 1.01. Entry into a Material Definitive Agreement.**

As of March 28, 2005, Ferro Corporation (the "Company") entered into the THIRD AMENDMENT AND WAIVER TO CREDIT AGREEMENT (the "Amendment") to the Credit Agreement dated August 31, 2001 (the "Credit Agreement") with National City Bank, as administrative agent for the lending institutions named therein (the "Banks"), and such Banks. Among other matters, the Amendment modified certain covenants of the Credit Agreement pertaining to the allowable Leverage Ratio and Fixed Charge Ratio, amended the definition of Consolidated EBITDA and waived, until June 30, 2005, compliance by the Company of the financial reporting covenants relating to the delivery of quarterly and annual financial statements as well as compliance certificates. The Amendment also waived any default or event of default that may have occurred and be continuing as a result of the Company's failure to comply with the financial covenants set forth in the Credit Agreement for the fiscal quarter ended March 31, 2004. The Amendment is attached hereto as Exhibit 10.1.

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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.

*March 30, 2005*

Ferro Corporation

By: *Hector R. Ortino*

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*Name: Hector R. Ortino*

*Title: Chairman and Chief Executive Officer*

*March 30, 2005*

Ferro Corporation

By: *Thomas M. Gannon*

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*Name: Thomas M. Gannon*

*Title: Vice President and Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
10.1	Third Amendment and Waiver to Credit Agreement, dated as of March 28, 2005