

TRANSCAT INC  
Form 8-K  
March 22, 2006

**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 16, 2006**

**Transcat, Inc.**

(Exact name of registrant as specified in its charter)

**Ohio**

**000-03905**

**16-0874418**

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**35 Vantage Point Drive, Rochester, New York**

**14624**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code **585-352-7777**

(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.**

On March 16, 2006, Transcat, Inc. ( Transcat ) and Transmation (Canada) Inc., a wholly-owned subsidiary of Transcat, entered into an amendment (the Amendment ) to their Loan and Security Agreement with GMAC Commercial Finance LLC ( GMAC ), as previously amended and restated on November 1, 2004 (the Loan Agreement ).

The Amendment (1) provides for GMAC s consent to the acquisition of the fixed and intangible assets of N.W. Calibration Inspection, Inc. ( NWCI ), which acquisition was reported by Transcat on a Form 8-K dated February 28, 2006; (2) reduces the interest rate by 0.375% in all tiers and loans; (3) extends the term of the Loan Agreement from October 31, 2007 to October 31, 2008 and provides for a termination premium of 0.25% payable by Transcat, if applicable, for the additional year; (4) increases the capital expenditure covenant for fiscal year 2006 from \$1.5 million to \$2.0 million; and (5) upon satisfaction of certain conditions, permits Transcat to include NWCI receivables in the borrowing base.

A copy of the Amendment is attached as Exhibit 10.1 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit No.	Description
10.1	First Amendment to Amended and Restated Loan and Security Agreement dated March 16, 2006

**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.

**TRANSCAT, INC.**

Dated: March 22, 2006

By: /s/ Charles P. Hadeed  
Charles P. Hadeed  
Chief Operating Officer, Vice President  
of Finance and Chief Financial Officer