

J JILL GROUP INC
Form 8-K
January 04, 2006

**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): **December 30, 2005**

THE J. JILL GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-22480
(Commission
File Number)

04-2973769
(IRS Employer
Identification No.)

4 Batterymarch Park, Quincy, MA
(Address of Principal Executive Offices)

02169-7468
(Zip Code)

Registrant's telephone number, including area code: **(617) 376-4300**

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 December 30, 2005, The J. Jill Group, Inc. (the Company) entered into an amendment of the Fifth Amended and Restated Loan Agreement dated as of June 29, 2001, as amended, between Citizens Bank of Massachusetts, individually and as agent, the other lenders named therein and the Company for the purpose of, among other things, increasing the aggregate commitment to \$70,000,000, extending the termination date to June 1, 2007, modifying certain covenants of the Company and adding an event of default relating to a change of control of the Company. In connection therewith, the Company also executed amended and restated revolving notes relating to the loan agreement. Copies of the amendment to the loan agreement and the promissory notes are attached as Exhibits 10.1 through 10.4 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

10.1 Seventh Amendment to Fifth Amended and Restated Loan Agreement, dated December 30, 2005, by and among the Company and Citizens Bank of Massachusetts, HSBC Bank USA, National Association, and TD Banknorth, N.A. (collectively, the Lenders), and Citizens Bank of Massachusetts as agent for the Lenders

10.2 Amended and Restated Revolving Note, dated December 30, 2005, between the Company and Citizens Bank of Massachusetts

10.3 Amended and Restated Revolving Note, dated December 30, 2005, between the Company and HSBC Bank USA, National Association

10.4 Amended and Restated Revolving Note, dated December 30, 2005, between the Company and TD Banknorth, N.A.

SIGNATURES

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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.

THE J. JILL GROUP, INC.

Date: January 4, 2006

By: /s/ Olga L. Conley
Olga L. Conley
Executive Vice President /
Chief Administrative Officer and
Chief Financial Officer
(Principal Financial Officer)