

ALLIANCE ONE INTERNATIONAL, INC.

Form 8-K

February 23, 2007

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

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported):  
February 23, 2007

**Alliance One International, Inc.**  
(Exact name of registrant as specified in its charter)

**Virginia**

**001-13684**

**54-1746567**

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(State or other  
jurisdiction of  
Incorporation)

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(Commission File Number)

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

8001 Aerial Center Parkway  
Morrisville, NC 27560-8417

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(Address of principal executive offices)

(919) 379-4300

(Registrant's telephone number, including area code)

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))

Alliance One International, Inc.

**ITEM 1.01**

**ENTRY INTO MATERIAL DEFINITIVE AGREEMENT**

On February 23, 2007, Alliance One International, Inc. ( Alliance One ) entered into a Fifth Amendment to the Credit Agreement, dated as of May 13, 2005 (the Credit Agreement ), by and among Alliance One, Intabex Netherlands B.V., Alliance One International, AG (collectively, the Borrowers ), the several banks and other financial institutions from time to time party hereto (the Lenders ) and Wachovia Bank, National Association, as administrative agent for the Lenders (the Agent ). The Fifth Amendment, which has received approval of the Lenders, permits the incurrence of up to an additional \$200.0 million of senior notes indebtedness and allows us 30 days from receipt of the proceeds of such senior notes to make a mandatory prepayment of the senior secured credit facility. The full text of the Fifth Amendment is attached hereto as Exhibit 10.1, and this summary description is qualified in its entirety by reference to such exhibit, which is incorporated herein by reference. Except as expressly set forth in the Fifth Amendment, the Credit Agreement, as previously amended, remains in full force and effect.

This filing contains "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. These statements are based on current expectations of future events. If underlying assumptions prove inaccurate or unknown risks or uncertainties materialize, actual results could vary materially from Alliance One's expectations and

projections. Risks and uncertainties with respect to Alliance One's results of operations include changes in the timing of anticipated shipments, changes in anticipated geographic product sourcing, political instability in sourcing locations, currency and interest rate fluctuations, shifts in the global supply and demand position for leaf tobacco products, and the impact of regulation and litigation on Alliance One's customers. A further list and description of these risks, uncertainties and other factors can be found in Alliance One's Annual Report for the fiscal year period ended March 31, 2006, and other filings with the Securities and Exchange Commission.

**ITEM 9.01**

**Financial Statements and Exhibits**

( c )            *Exhibits*

**Exhibit No.**

**Description**

10.1

FIFTH AMENDMENT TO CREDIT AGREEMENT, dated as of February 23, 2007, by and among ALLIANCE ONE INTERNATIONAL, INC., INTABEX NETHERLANDS B.V., DIMON INTERNATIONAL AG, the several banks and other financial institutions from time to time party hereto, and WACHOVIA BANK, NATIONAL ASSOCIATION, as administrative agent for the Lenders

Alliance One International, Inc.

### 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.

Date: February 23, 2007

Alliance One International, Inc.  
(Registrant)

/s/ James A. Cooley

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James A. Cooley  
Executive Vice President  
and Chief Financial Officer

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Alliance One International, Inc.

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ASSOCIATION, as administrative agent  
for the Lenders