

CANADIAN PACIFIC RAILWAY LTD/CN
Form 8-K
June 29, 2016

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

June 28, 2016
Date of Report (Date of earliest event reported)

Canadian Pacific Railway Limited
(Exact name of registrant as specified in its charter)

Canada 001-01342 98-0355078
(State or other jurisdiction (Commission (IRS Employer
of incorporation) File Number) Identification No.)

7550 Ogden Dale Road S.E., Calgary, Alberta,
Canada, T2C 4X9
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (403) 319-7000

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))

ITEM 1.01. Entry into a Material Definitive Agreement.

On June 28, 2016, Canadian Pacific Railway Company (“CPRC”), a wholly owned subsidiary of Canadian Pacific Railway Limited (the “Registrant”), and the Registrant, entered into a third amending agreement (the “Third Amending Agreement”) to the credit agreement dated as of September 26, 2014, as amended by a first amending agreement, dated as of June 15, 2015, and as further amended by a second amending agreement, dated as of September 17, 2015 (as so amended, the “Credit Agreement”), between CPRC, as borrower, the Registrant, as covenantor, Royal Bank of Canada, as administration agent, and the various lenders party thereto.

The amendments to the Credit Agreement in the Third Amending Agreement include, among other things, the extension of the 5 Year Maturity Date (as such term is defined in the Credit Agreement) from September 26, 2020 to June 28, 2021 and of the Term Out Date (as such term is defined in the Credit Agreement) from September 23, 2016 to June 28, 2017.

The foregoing description of the Third Amending Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Third Amending Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Exhibit Description |
|--------------|---|
| Exhibit 10.1 | Third Amending Agreement, dated as of June 28, 2016, amending the Credit Agreement, dated September 26, 2014, between Canadian Pacific Railway Company, as Borrower, Canadian Pacific Railway Limited, as Covenantor, Royal Bank of Canada, as Administrative Agent, and the various Lenders party thereto. |

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.

Dated: June 29, 2016

CANADIAN PACIFIC RAILWAY
LIMITED

By: /s/ Scott Cedergren
Name: Scott Cedergren
Title: Assistant Corporate Secretary

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EXHIBIT INDEX

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