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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**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): **June 8, 2007**

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**Black Box Corporation**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**0-18706**

(Commission File Number)

**95-3086563**

(IRS Employer  
Identification No.)

**1000 Park Drive**

**Lawrence, Pennsylvania**

(Address of Principal Executive Offices)

**15055**

(Zip Code)

Registrant's telephone number, including area code: **(724) 746-5500**

**N/A**

(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 (see General Instruction A.2. below):

- 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 February 28, 2007, Black Box Corporation (the "Company"), along with certain of its direct and indirect subsidiaries (collectively, the "Loan Parties"), the Lenders (defined below) and the Agent (defined below) entered into a waiver letter (the "Waiver") with respect to the Second Amended and Restated Credit Agreement dated as of January 24, 2005, as amended (the "Credit Agreement"), by and among the Loan Parties, the lenders parties thereto (the "Lenders") and Citizens Bank of Pennsylvania, as administrative agent for the Lenders (the "Agent").

Pursuant to the Waiver, the Agent and the Lenders waived any defaults under the Credit Agreement resulting from the failure of the Loan Parties to timely deliver the Company's unaudited financial statements and the related compliance certificate for its fiscal third quarter ended December 30, 2006 and from the failure of the Company to timely file with the Securities and Exchange Commission (the "SEC") its Quarterly Report on Form 10-Q for such period. The Waiver originally was granted for the period through May 28, 2007. By letter dated May 28, 2007, the Agent and all of the Lenders extended the period for which the Waiver is effective through June 29, 2007.

By letter dated June 11, 2007, the Agent and the Lenders have further extended the period for which the Waiver is effective through July 31, 2007. In addition, pursuant to this letter, the Agent and the Lenders waived, also through July 31, 2007, any defaults under the Credit Agreement that would result should the Loan Parties fail to timely deliver the Company's audited financial statements and related compliance certificate for its fiscal year ended March 31, 2007 and from the failure of the Company to timely file with the SEC its Annual Report on Form 10-K for such period.

A copy of the press release relating to this matter is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On June 8, 2007, the Company received a Staff Determination Letter from The Nasdaq Stock Market ("NASDAQ") stating that the Company is not in compliance with the filing requirements for continued listing as set forth in NASDAQ Marketplace Rule 4310(c)(14) and, therefore, its common stock is subject to delisting. As anticipated, the letter was issued in accordance with NASDAQ procedures due to the previously-disclosed delayed filing of the Company's Annual Report on Form 10-K for its fiscal year ended March 31, 2007 (the "Form 10-K").

On June 12, 2007, the Company requested that NASDAQ grant an extension through July 23, 2007 with respect to the filing of the Form 10-K, as well as its Quarterly Report on Form 10-Q for the quarter ended December 30, 2006, and any required restatements.

A copy of the press release relating to this matter is attached as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

| <u>Exhibit No.</u> | <u>Description</u>                 |
|--------------------|------------------------------------|
| 99.1               | Press Release dated June 14, 2007. |

**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.

Black Box Corporation

Date: June 14, 2007

By: /s/ Michael McAndrew  
Michael McAndrew  
Chief Financial Officer, Treasurer and  
Principal Accounting Officer

## Exhibit Index

| <u>Exhibit No.</u> | <u>Description</u>                |
|--------------------|-----------------------------------|
| 99.1               | Press Release dated June 14, 2007 |



Michael McAndrew, Chief Financial Officer  
Black Box Corporation  
(724) 873-6788  
(724) 873-6799 (fax)  
Email: investors@blackbox.com

**FOR IMMEDIATE RELEASE**

**BLACK BOX CORPORATION RECEIVES ADDITIONAL NASDAQ NOTICE; BANKS EXTEND WAIVER**

PITTSBURGH, PENNSYLVANIA, June 14, 2007 — Black Box Corporation (NASDAQ GSM: BBOX) today reported that, on June 8, 2007, it received an additional notice of non-compliance from the Staff of The Nasdaq Stock Market (“NASDAQ”), stating that the Company is not in compliance with NASDAQ Marketplace Rule 4310(c)(14) and, therefore, its common stock is subject to delisting, due to the delay in filing its Annual Report on Form 10-K for the fiscal year ended March 31, 2007 (the “Form 10-K”).

As previously announced on February 20, 2007, the Company received an initial NASDAQ notice of non-compliance regarding the delay in filing its Quarterly Report on Form 10-Q for the fiscal quarter ended December 30, 2006 (the “Form 10-Q”). The Form 10-Q and Form 10-K filing delays are the result of the previously-announced review of the Company’s historical stock option grant practices being undertaken by the Audit Committee of the Board of Directors of the Company with the assistance of outside legal counsel, as well as the delay in the completion of the audit of the Company’s financial statements for the fiscal year ended March 31, 2007 as a result of these matters.

In response to the initial notice of non-compliance, the Company requested a hearing before a NASDAQ Listing Qualifications Panel (the “Panel”). Following the hearing, the Panel granted the Company’s request for continued listing, subject to certain requirements, including: (1) on or before June 20, 2007, the Company must file the Form 10-Q as well as any required restatements; and (2) the Company must provide NASDAQ with additional information regarding the Company’s independent review of its historical stock option practices and related accounting.

*1000 Park Drive, Lawrence, PA 15055-1018 \* (724) 746-5500 \* Fax (724) 746-0746*

The Company has provided NASDAQ with the additional information regarding the Company's independent review of its historical stock option practices and related accounting. On June 12, 2007, the Company requested that the Panel grant an extension through July 23, 2007 with respect to the filing of the Form 10-Q and any required restatements. This request also applies to the filing of the Form 10-K.

As soon as practical following the completion of the Audit Committee's review and completion of the audit of the Company's financial statements for the fiscal year ended March 31, 2007, the Company will file its Form 10-Q, any necessary restatements and amended filings and its Form 10-K. At the present time, the Company expects to be able to comply with the Panel's conditions for continued listing of the Company's securities as modified by the request.

#### Bank Waiver

Black Box also announced that, by letter dated June 11, 2007, Citizens Bank of Pennsylvania, as Agent, and the banks under the Company's senior credit agreement granted a waiver regarding the delivery of the Company's consolidated financial statements and related compliance certificates for the fiscal third quarter ended December 30, 2006 and fiscal year ended March 31, 2007, as well as the filing with the Securities and Exchange Commission (the "SEC") of its Form 10-Q and Form 10-K, respectively, for such periods. The waiver extends through July 31, 2007.

Black Box is the world's largest technical services company dedicated to designing, building and maintaining today's complicated data and voice infrastructure systems. Black Box services 175,000 clients in 141 countries with 173 offices throughout the world. To learn more, visit the Black Box website at [www.blackbox.com](http://www.blackbox.com).

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Any forward-looking statements contained in this release are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You can identify these forward-looking statements by the fact they use words such as “should,” “anticipate,” “estimate,” “approximate,” “expect,” “target,” “may,” “will,” “project,” “intend,” “plan,” “believe” and other words of similar meaning and expression in connection with any discussion of future operating or financial performance. One can also identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. Forward-looking statements are inherently subject to a variety of risks and uncertainties that could cause actual results to differ materially from those projected. Although it is not possible to predict or identify all risk factors, they may include the outcome of the review of the Company’s stock options grant practices, including the related SEC inquiry and shareholder derivative lawsuit, the timing and outcome of the NASDAQ process regarding continued listing of the Company’s common stock and the impact of any actions that may be required or taken as a result of such review, SEC inquiry, shareholder derivative lawsuit or the NASDAQ process. Additional risk factors are included in the Company’s Form 10-K. We can give no assurance that any goal, plan or target set forth in forward-looking statements can be achieved and readers are cautioned not to place undue reliance on such statements, which speak only as of the date made. Further, there can be no assurance that NASDAQ will grant an additional extension of time. Should the Panel not grant the Company’s request, or should the Company be unable to meet the deadlines set forth in the Panel’s decision as modified by the request, there can be no assurance that NASDAQ will grant a further extension of time or that the Company’s securities will continue to be listed on The NASDAQ Stock Market. We undertake no obligation to release publicly any revisions to forward-looking statements as a result of future events or developments.

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