

WINLAND ELECTRONICS INC  
Form 8-K  
October 24, 2007

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**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): **October 22, 2007**

**WINLAND ELECTRONICS, INC.**  
(Exact name of registrant as specified in its charter)  
**Minnesota**  
(State or Other Jurisdiction of Incorporation)

**1-15637**  
(Commission File Number)

**41-0992135**  
(IRS Employer  
Identification No.)

**1950 Excel Drive**  
**Mankato, Minnesota 56001**  
(Address of Principal Executive Offices) (Zip Code)  
**(507) 625-7231**

(Registrant's telephone number, including area code)  
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))

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Item 1.01 Entry into a Material Definitive Agreement.

Item 9.01 Financial Statements and Exhibits.

SIGNATURE

Amendment No. 10 to Credit Agreement and Exhibit B thereto.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On October 22, 2007, Winland Electronics, Inc. and M&I Marshall & Iilsley Bank executed Amendment No. 10 to the Credit and Security Agreement dated June 30, 2003, with an effective date of September 30, 2007. The current amendment amends Section 6.12 Tangible Net Worth Covenant to change the measurement dates and minimum tangible net worth. The amendment is attached as an exhibit to this report.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements: None.

(b) Pro forma financial information: None.

(c) Shell company transactions: None.

(d) Exhibits:

10.1

Amendment No. 10 to Credit Agreement between the Company and M&I Marshall & Iilsley Bank dated October 22, 2007 and Exhibit B thereto.

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**SIGNATURE**

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: October 22, 2007

WINLAND ELECTRONICS, INC.

By /s/ Glenn A. Kermes  
Glenn A. Kermes  
Chief Financial Officer

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**SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
EXHIBIT INDEX TO FORM 8-K**

Date of Report:  
October 22, 2007

Commission File No.:  
1-15637

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WINLAND ELECTRONICS, INC.

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**EXHIBIT**

| <b>NO.</b> | <b>ITEM</b>  |
|------------|--|
| 10.1       | Amendment No. 10 to Credit Agreement between the Company and M&I Marshall & Illsley Bank dated October 22, 2007 and Exhibit B thereto. |