

**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

Date of Report (Date of earliest event reported): May 15, 2014

Carriage Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware
*(State or other jurisdiction
of incorporation)*

1-11961
*(Commission
File Number)*

76-0423828
*(IRS Employer
Identification No.)*

**3040 Post Oak Boulevard, Suite 300
Houston, Texas 77056**
(Address, including zip code, of principal executive offices)

Registrant's telephone number, including area code: **(713) 332-8400**

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 obligations of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communication 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 7.01 Regulation FD Disclosure

On May 15, 2014, the Company issued a press release announcing the closing of the Acquisition (as described below). A copy of the press release is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

On May 15, 2014, the Company also issued a press release announcing the effectiveness of the Fifth Amendment (as described below). A copy of the press release is filed as Exhibit 99.2 hereto and is incorporated herein by reference.

The information being furnished under Item 9.01 Financial Statements and Exhibits, including the press releases attached hereto as Exhibits 99.1 and 99.2, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liabilities of that Section.

Item 8.01 Other Events

On May 15, 2014, Carriage Funeral Holdings, Inc. (“Funeral Holdings”), a Delaware corporation and wholly-owned subsidiary of Carriage Services, Inc. (the “Company”), and Carriage Services of Louisiana, Inc., a Louisiana corporation and indirect subsidiary of the Company (“Carriage Louisiana” and together with Funeral Holdings, the “Carriage Subsidiaries”) completed their previously announced acquisition from SCI Louisiana Funeral Services, Inc., a Louisiana corporation, S.E. Funeral Homes of Louisiana, LLC, a Louisiana limited liability company, and S.E. Funeral Homes of Virginia, LLC, a Virginia limited liability company, each an affiliate of Service Corporation International and collectively, the “Sellers,” whereby for an aggregate purchase price of \$54,850,000 the Carriage Subsidiaries acquired from Sellers substantially all the assets of, and assumed the general liabilities of, (a) the following funeral home businesses and cemetery business in the New Orleans, Louisiana area: (i) Schoen Funeral Home, (ii) Garden of Memories Funeral Home, (iii) Greenwood Funeral Home, (iv) Tharp-Sontheimer-Tharp Funeral Home and (v) Garden of Memories Cemetery and (b) the following funeral home businesses in the Alexandria, Virginia area: (i) Everly-Wheatley Funeral Home and (ii) Everly Community Funeral Care (such transaction, the “Acquisition”). The Acquisition was effected pursuant to an Asset Sale Agreement, dated March 3, 2014, by and among the Carriage Subsidiaries and the Sellers (the “Purchase Agreement”).

The foregoing description of the Acquisition and the Purchase Agreement is only a summary, does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which was filed as an exhibit to the Form 8-K filed with the Commission on March 5, 2014, and is hereby incorporated by reference herein.

Additionally, on May 15, 2014, immediately upon consummation of the Purchase Agreement, the fifth amendment to the Credit Agreement (the “Fifth Amendment”) became effective. The Fifth Amendment provides for, among other things, an increase in the revolving credit commitments to \$200 million from \$125 million and new funding under the Company’s term loan facility so that, as of the effectiveness of the Fifth Amendment, \$125 million is outstanding.

The foregoing description of the Fifth Amendment is only a summary, does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which was filed as an exhibit to the Form 8-K filed with the Commission on April 16, 2014, and is hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release dated May 15, 2014, announcing the closing of the Acquisition.
99.2	Press Release dated May 15, 2014, announcing the effectiveness of the Fifth Amendment.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, Carriage Services, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

CARRIAGE SERVICES, INC.

Dated: May 15, 2014

By: /s/ L. William Heiligbrodt
L. William Heiligbrodt
Executive Vice President and Secretary

EXHIBIT INDEX

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99.1	Press Release dated May 15, 2014, announcing the closing of the Acquisition.
99.2	Press Release dated May 15, 2014, announcing the effectiveness of the Fifth Amendment.

Carriage Services, Inc. Announces Closing Acquisitions from Service Corporation International

HOUSTON, May 15, 2014 /PRNewswire/ -- Carriage Services, Inc. (NYSE: CSV) (the "Company") announced today it closed on its acquisitions from Service Corporation International.

Mel Payne, Chief Executive Officer, stated, "We are excited and very proud to announce that today we closed the acquisition of six businesses in New Orleans and Alexandria, Virginia from Service Corporation International pursuant to a Consent Decree Application approved this past Monday by the Federal Trade Commission. We had a goal of being the first buyer in our industry to close on the large number of Service Corporation International divestitures resulting from their acquisition of Stewart Enterprises, and we achieved that goal through a team effort by a group of high performance 4E Leaders.

This high quality group of operating businesses includes the following:

- Garden of Memories Funeral Home and Cemetery, Metairie, LA;
- Schoen Funeral Home, New Orleans, LA;
- Greenwood Funeral Home, New Orleans, LA;
- Tharp-Sontheimer-Tharp Funeral Home, Metairie, LA;
- Everly Community Funeral Care, Falls Church, VA; and
- Everly-Wheatley Funeral Home, Alexandria, VA.

The four businesses in New Orleans, Louisiana and two in Alexandria / Falls Church, Virginia (Fairfax County), provide Carriage strong franchises from which we can build a track record of success and reputation in these two large, demographically attractive strategic markets. We did extensive due diligence on many of the packages of properties in other markets that were being divested and these two we have since confirmed are the 'pick of the litter' as to the quality of the properties and the people necessary to compete successfully for market share by simply **Being The Best** in these markets at providing high value funeral and cemetery sales and service to client families.

Since we have had our operating and support teams frequently in these businesses doing pre-acquisition integration work over the last two months, we have become more excited about the opportunity, and so have the local employees, to implement Carriage's Standards Operating Model with strong 4E Leadership from our new Managing Partners and their teams of highly motivated and skilled employees. These two markets have been heavily consolidated over the past forty years, so our bottoms-up focus on decentralized decision making to grow the number of client families served through our facilities over time will offer these communities and markets something different, positive and customized to their respective local needs.

The other future opportunity for Carriage in these strategic markets is to build trusting relationships with other high quality funeral and cemetery business owners so that they know that we offer a very different succession planning solution if and when an ownership transition plan makes sense. We have already begun the process of identifying and building relationships with the largest and highest quality independents in both New Orleans and nearby markets and in the Washington, D.C. area.

Finally, I speak for all of our leaders, employees and Board Members by offering a heartfelt welcome to all of the employees in the acquired businesses who have now joined the Carriage family of elite businesses as we continue our **Good To Great Journey**."

Carriage Services is a leading provider of deathcare services and merchandise in the United States. Carriage operates 167 funeral homes in 27 states and 32 cemeteries in 11 states.

Statements set forth in this communication that are not historical facts are intended to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could" or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These statements are based on assumptions that the Company believes are reasonable; however, many important factors, as discussed under "Forward-Looking Statements and Cautionary Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, could cause the Company's results in the future to differ materially from the forward-looking statements made herein and in any other documents or oral presentations made by, or on behalf of, the Company. The Company assumes no obligation to update or publicly release any revisions to forward-looking statements made herein or any other forward-looking statements made by, or on behalf of, the Company.

Carriage Services, Inc. Announces Amendment to Credit Facility Finalized

HOUSTON, May 15, 2014 /PRNewswire/ -- Carriage Services, Inc. (NYSE: CSV) (the "Company") announced today that the fifth amendment to the Credit Agreement (the "Fifth Amendment") is now effective commensurate with today's closing of that certain Asset Sale Agreement, by certain subsidiaries of each of the Company and Service Corporation International, which was previously announced on March 5, 2014. The new credit agreement under the Fifth Amendment, increases, in total, from \$235 million to \$325 million and continues to be administered by Bank of America, N.A.

Obligations under the Credit Agreement will mature on March 31, 2019. The Fifth Amendment provides for an increase in the revolving credit facility from \$125 million to \$200 million. Borrowings under the term loan facility of \$125 million are subject to amortization payments of 7.5% of the principal amount in the first two years following the Fifth Amendment effective date, 10.0% for the third and fourth years following the Fifth Amendment effective date and 12.5% per year thereafter. The Fifth Amendment also modifies certain financial covenants pertaining to the Company.

Mel Payne, Chief Executive Officer, stated "We are pleased and appreciative of the confidence our banks have shown in Carriage Services by increasing our credit facility. We believe that the amended Credit Agreement increases our financial flexibility and further enhances our acquisition program, while allowing more capital for general corporate purposes and having a positive impact on our future financial results by directly lowering our interest expense and our cost of capital."

Statements set forth in this communication that are not historical facts are intended to be forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The words "believe," "expect," "anticipate," "plan," "intend," "foresee," "should," "would," "could" or other similar expressions are intended to identify forward-looking statements, which are generally not historical in nature. These statements are based on assumptions that the Company believes are reasonable; however, many important factors, as discussed under "Forward-Looking Statements and Cautionary Statements" in the Company's Annual Report on Form 10-K for the year ended December 31, 2013, could cause the Company's results in the future to differ materially from the forward-looking statements made herein and in any other documents or oral presentations made by, or on behalf of, the Company. The Company assumes no obligation to update or publicly release any revisions to forward-looking statements made herein or any other forward-looking statements made by, or on behalf of, the Company.

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