

SERVICE CORPORATION INTERNATIONAL  
Form 8-K  
March 29, 2010

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) March 26, 2010

Service Corporation International  
(Exact name of registrant as specified in its charter)

Texas  
(State or other jurisdiction  
of incorporation)

1-6402-1  
(Commission  
File Number)

74-1488375  
(I.R.S. Employer  
Identification No.)

1929 Allen Parkway Houston, Texas  
(Address of principal executive offices)

77019  
(Zip Code)

Registrant's telephone number, including area code (713) 522-5141

(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 240.13a-4(c))

Item 8.01 Other Events

On March 26, 2010, Service Corporation International (“SCI”) issued a press release announcing its successful bid for Keystone North America, Inc. (“Keystone”). Pursuant to the tender offer (the “Offer”) made by a wholly-owned subsidiary of SCI, 23,748,302 common shares of Keystone, representing approximately 91% of the outstanding Keystone common shares, have been tendered to the Offer. Since all of the conditions of the tender offer have been satisfied, a wholly-owned subsidiary of SCI has taken up all of the Keystone common shares tendered to the Offer. SCI intends to acquire all of the Keystone common shares that were not deposited under the Offer pursuant to the compulsory acquisition provisions of the Ontario Business Corporation Act. A copy of this press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Attached hereto as Exhibit 99.1 is a copy of Service Corporation International’s press release.

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1        | Press Release, dated March 26, 2010 |

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.

March 26, 2010

Service Corporation International

By: /s/ Eric D. Tanzberger  
Eric D. Tanzberger  
Senior Vice President  
Chief Financial Officer and Treasurer