

3M CO
Form 8-K
May 16, 2014

**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): **May 16, 2014**

3M COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

File No. 1-3285
(Commission File Number)

41-0417775
(IRS Employer Identification No.)

3M Center, St. Paul, Minnesota
(Address of Principal Executive Offices)

55144-1000
(Zip Code)

(651) 733-1110
(Registrant's Telephone Number, Including Area Code)

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(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 8.01 Other Events

The exhibits filed herewith are exhibits to the Registration Statement on Form S-3 (file no. 333-196003) of 3M Company (the "Company"), filed with the Securities and Exchange Commission on May 16, 2014. On May 16, 2014, the Company entered into an Amended and Restated Distribution Agreement with Goldman, Sachs & Co., Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and UBS Securities LLC relating to the future issuance and sale from time to time of the Company's Medium Term Notes, Series F (the "notes"), up to an aggregate principal amount of \$9,000,000,000 including an aggregate principal amount of \$2,250,000,000 of notes that were issued prior to the date of the Amended and Restated Distribution Agreement and are currently outstanding.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

**EXHIBIT
NO**

DESCRIPTION

1.1	Amended and Restated Distribution Agreement
8.1	Tax Opinion of Lauri B. Ink
23.1	Consent of Lauri B. Ink (included in Exhibit 8.1 above)

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 thereunto duly authorized.

3M COMPANY

By: */s/ Gregg M. Larson*
Gregg M. Larson,
Deputy General Counsel and Secretary

Dated: May 16, 2014