

WATSCO INC  
Form 8-K  
February 27, 2017

**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) February 23, 2017**

**WATSCO, INC.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Florida**

**(State or Other Jurisdiction of Incorporation)**

**1-5581**  
**(Commission**

**59-0778222**  
**(IRS Employer**

**File Number)**

**Identification No.)**

**2665 South Bayshore Drive, Suite 901**

**Miami, Florida 33133**

**(Address of Principal Executive Offices, Including Zip Code)**

**(305) 714-4100**

**(Registrant's Telephone Number, Including Area Code)**

**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))

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

On February 23, 2017, Watsco, Inc., a Florida corporation (the Company ), entered into an Underwriting Agreement (the Underwriting Agreement ) with Goldman, Sachs & Co., as representative of the underwriters named therein, and the selling shareholders named therein (the Selling Shareholders ), relating to the underwritten public offering by the Selling Shareholders of 4,235,685 shares of the Company's Common stock, par value \$0.50 per share (the Shares ), pursuant to the Company's Registration Statement on Form S-3 (File No. 333- 207831) filed on November 5, 2015. The Selling Shareholders are selling the Shares solely for their respective accounts, and the Company will not receive any proceeds from the sale of the Shares.

The foregoing description of the Underwriting Agreement is only a summary and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference in this Item 1.01.

This Current Report on Form 8-K does not constitute an offer to sell nor a solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

**Exhibit**

<b>Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated February 23, 2017, by and among the Company, Goldman, Sachs & Co., as representative of the underwriters named therein, and the selling shareholders named therein.

**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, thereunto duly authorized.

**WATSCO, INC.**

Dated: February 27, 2017

By: /s/ Ana M. Menendez  
Ana M. Menendez,  
Chief Financial Officer

EXHIBIT INDEX

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