

ROCKWELL AUTOMATION INC
Form 8-K
February 17, 2015

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): February 17, 2015 (February 11, 2015)

Rockwell Automation, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-12383
(Commission

File Number)
1201 South Second Street

25-1797617
(IRS Employer

Identification No.)

Edgar Filing: ROCKWELL AUTOMATION INC - Form 8-K

Milwaukee, Wisconsin 53204

(Address of Principal Executive Offices) (Zip Code)

(414) 382-2000

(Registrant's telephone number, including area code)

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))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01. Entry into a Material Definitive Agreement.

On February 11, 2015, Rockwell Automation, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein, in connection with the offer and sale of \$300 million in aggregate principal amount of its 2.050% Notes due March 1, 2020 (the 2020 Notes) and \$300 million in aggregate principal amount of its 2.875% Notes due March 1, 2025 (the 2025 Notes and, together with the 2020 Notes, the Notes) in an underwritten public offering (the Offering). The Underwriting Agreement contains customary representations, warranties and agreements of the Company, conditions to closing, indemnification and contribution rights and obligations of the parties, termination provisions and other terms and conditions customary in agreements of this type. The issuance and sale of the Notes closed on February 17, 2015. The net proceeds to the Company from the sale of the Notes, after deducting underwriter discounts and expenses, were approximately \$594.2 million.

Certain of the underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, corporate trust, commercial banking and investment banking services for the Company, for which they received or will receive customary fees and expenses. Certain affiliates of the underwriters are lenders under the Company's credit facilities.

The Notes were offered and sold by the Company pursuant to its automatic shelf Registration Statement on Form S-3 (Registration Statement No. 333-202013) (the Registration Statement), filed with the Securities and Exchange Commission (SEC) on February 11, 2015, as supplemented by the final prospectus supplement filed with the SEC on February 12, 2015.

The Notes were issued on February 17, 2015 pursuant to the Indenture, dated as of December 1, 1996 (the Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A., as successor to Mellon Bank, N.A.), as trustee. The Indenture contains covenants that require the Company to satisfy certain conditions in order to incur debt secured by liens, engage in sale/leaseback transactions or merge or consolidate with another entity. The Indenture also provides for customary events of default.

The 2020 Notes will mature on March 1, 2020 and bear interest at a fixed rate of 2.050% per annum. The 2025 Notes will mature on March 1, 2025 and bear interest at a fixed rate of 2.875% per annum. The Company will pay interest on the Notes from February 17, 2015 semi-annually, in arrears, on March 1 and September 1 of each year, beginning September 1, 2015. The Notes are unsecured and rank on a parity with all of the Company's other existing and future unsecured indebtedness.

At its option, the Company may redeem the 2020 Notes at any time prior to February 1, 2020 (one month prior to the maturity date for the 2020 Notes), and the 2025 Notes at any time prior to December 1, 2024 (three months prior to the maturity date for the 2025 Notes), in each case, in whole or in part, at a redemption price equal to the greater of (i) the principal amount of the Notes being redeemed and (ii) the sum of the present values of the remaining scheduled

payments of the Notes to be redeemed if such Notes matured on February 1, 2020 (one month prior to the maturity date for the 2020 Notes), in the case of the 2020 Notes, and December 1, 2024 (three months prior to the maturity date for the 2025 Notes), in the case of the 2025 Notes, in each case excluding interest accrued as of the redemption date, discounted to the redemption date on a semiannual basis at the applicable Treasury Rate (as defined in the Notes) plus 10 basis points in the case of the 2020 Notes and 15 basis points in the case of the 2025 Notes.

At its option, the Company may redeem the 2020 Notes at any time on and after February 1, 2020 (one month prior to the maturity date for the 2020 Notes) and the 2025 Notes at any time prior to December 1, 2024 (three months prior to the maturity date for the 2025 Notes), in each case, in whole or in part, at 100% of the aggregate principal amount of the Notes to be redeemed, plus any accrued and unpaid interest on the Notes being redeemed.

If a Change of Control Repurchase Event (as defined in the Notes) occurs, holders of the Notes will have the right to require the Company to repurchase their Notes at a price equal to 101% of the principal amount of the Notes repurchased, plus any accrued and unpaid interest.

The above descriptions of certain terms and conditions of the Underwriting Agreement, the 2020 Notes and the 2025 Notes are qualified by reference to the full texts of the Underwriting Agreement, form of 2020 Notes and form of 2025 Notes, copies of which are filed herewith as Exhibits 1, 4.1 and 4.2, respectively, and are incorporated herein by reference. The above description of certain terms and conditions of the Indenture is qualified by reference to the full text of the Indenture, a copy of which was filed as Exhibit 4-a to the Company's Registration Statement on Form S-3 (Registration Statement No. 333-43071), and is incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01. Entry into a Material Definitive Agreement of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events.

On February 11, 2015, the Company announced that it was offering, subject to market and other conditions, two series of notes. On February 12, 2015, the Company announced the pricing of the notes in an aggregate principal amount of \$600 million, in an underwritten, registered public offering. Copies of these press releases are furnished herewith as Exhibits 99.1 and 99.2, respectively, and are incorporated herein by reference.

In connection with the offer and sale of the Notes pursuant to the Registration Statement, the Company is filing an opinion and consent of counsel with respect to the Notes as Exhibits 5 and 23 for incorporation by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 1 Underwriting Agreement, dated February 11, 2015, between the Company and Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters named in Schedule 1 thereto.
- 4.1 Form of certificate for the Company's 2.050% Notes due March 1, 2020.
- 4.2 Form of certificate for the Company's 2.875% Notes due March 1, 2025.
- 5 Opinion of Chadbourne & Parke LLP.
- 23 Consent of Chadbourne & Parke LLP (included in Exhibit 5).
- 99.1 Press Release of the Company dated February 11, 2015.
- 99.2 Press Release of the Company dated February 12, 2015.

(Page 4 of 6 Pages)

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.

ROCKWELL AUTOMATION, INC.
(Registrant)

By /s/ Douglas M. Hagerman
Douglas M. Hagerman
Senior Vice President, General Counsel
and Secretary

Date: February 17, 2015

(Page 5 of 6 Pages)

EXHIBIT INDEX

Exhibit

Number	Description
1	Underwriting Agreement, dated February 11, 2015, between the Company and Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters named in Schedule 1 to the Underwriting Agreement.
4.1	Form of certificate for the Company s 2.050% Notes due March 1, 2020.
4.2	Form of certificate for the Company s 2.875% Notes due March 1, 2025.
5	Opinion of Chadbourne & Parke LLP.
23	Consent of Chadbourne & Parke LLP (included in Exhibit 5).
99.1	Press Release of the Company dated February 11, 2015.
99.2	Press Release of the Company dated February 12, 2015.

(Page 6 of 6 Pages)