

TEXTRON INC
Form 8-K
November 13, 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): **November 10, 2017**

TEXTRON INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State of Incorporation)

1-5480
(Commission File Number)

05-0315468
(IRS Employer Identification No.)

40 Westminster Street, Providence, Rhode Island 02903

(Address of principal executive offices)

Registrant's telephone number, including area code: **(401) 421-2800**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On November 10, 2017, Textron Inc. (Textron) issued and sold \$350,000,000 principal amount of its Floating Rate Notes due November 10, 2020 (the Notes) pursuant to its Registration Statement on Form S-3 (No. 333-219499), including the related Prospectus dated July 27, 2017, as supplemented by the Prospectus Supplement dated November 7, 2017. The exhibits to this Current Report on Form 8-K are hereby incorporated by reference in such Registration Statement.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits:

The following exhibits are filed herewith:

| Exhibit Number | Description |
|-----------------------|--|
| 1.1 | <u>Underwriting Agreement dated November 7, 2017 between Textron and the underwriters named therein, for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC acted as managers, relating to the offer and sale of the Notes, including Underwriting Agreement Standard Provisions (Debt) dated November 7, 2017.</u> |
| 4.1 | <u>Form of Global Note.</u> |
| 4.2 | <u>Officers Certificate dated November 10, 2017 establishing the Notes pursuant to the Indenture dated as of September 10, 1999 between Textron and The Bank of New York Mellon Trust Company, N.A., as Trustee.</u> |
| 5.1 | <u>Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes.</u> |
| 23.1 | <u>Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).</u> |

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 hereunto duly authorized.

TEXTRON INC.
(Registrant)

/s/ Mary F. Lovejoy
Mary F. Lovejoy
Vice President and Treasurer

Date: November 10, 2017