

BERKSHIRE HATHAWAY INC  
Form 8-K  
February 14, 2013

# 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 13, 2013

## Berkshire Hathaway Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction

of Incorporation)

001-14905  
(Commission

File Number)

3555 Farnam Street, Omaha, Nebraska 68131

(Address of Principal Executive Offices) (Zip Code)

47-0813844  
(IRS Employer

Identification No.)

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**Registrant's telephone number, including area code:**

**(402) 346-1400**

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-2)
- .. 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 13, 2013, Berkshire Hathaway Inc. ( Berkshire ) entered into an equity commitment letter (the Equity Commitment Letter ) with Hawk Acquisition Holding Corporation ( Holding ) to purchase, subject to the terms and conditions set forth in the Equity Commitment Letter, \$12.12 billion of equity securities of Holding in connection with, and to partially fund the consideration payable at the closing of the merger under, that certain Agreement and Plan of Merger (the Merger Agreement ), dated as of February 13, 2013, by and among H. J. Heinz Company ( Heinz ), Holding and Holding s wholly owned subsidiary. Berkshire expects at the completion of the transaction to invest \$12.12 billion to acquire a package of equity securities consisting of preferred and common stock and warrants issued by Holding. The preferred stock will have a liquidation preference of \$8 billion, will pay or accrue a 9% dividend, and will be redeemable at the request of Holding or Berkshire in certain circumstances. The Equity Commitment Letter is filed herewith as Exhibit 10.1 and incorporated herein by reference.

Heinz, Berkshire and 3G Capital, an investment fund of which has also provided an equity commitment letter to Holding in connection with the Merger Agreement, have issued a joint press release announcing the execution of the Merger Agreement, which press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

Exhibit Number	Description
10.1	Equity Commitment Letter of Berkshire Hathaway Inc. dated February 13, 2013
99.1	Press Release dated February 14, 2013

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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.

BERKSHIRE HATHAWAY INC.

Date: February 14, 2013

By: /s/ Marc D. Hamburg  
Name: Marc D. Hamburg  
Title: Senior Vice President and  
Chief Financial Officer

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Exhibit Index

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