

MCCORMICK & CO INC
Form 8-K
August 19, 2013

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): August 14, 2013

McCormick & Company, Incorporated

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction

of incorporation)

001-14920
(Commission

File Number)

52-0408290
(IRS Employer

Identification No.)

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18 Loveton Circle

Sparks, Maryland

(Address of principal executive offices)

21152

(Zip Code)

Registrant's telephone number, including area code: (410) 771-7301

(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 8.01 Other Events.

Underwriting Agreement

On August 14, 2013, McCormick & Company, Incorporated (the *Company*) entered into an underwriting agreement (the *Underwriting Agreement*) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters (the *Underwriters*), in connection with the issuance and sale of \$250 million aggregate principal amount of 3.500% Notes due 2023 (the *Notes*). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this report and incorporated by reference herein.

Closing

On August 19, 2013, the Company closed the offering of the Notes pursuant to the Underwriting Agreement. The offer and sale of the Notes was registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3ASR (No. 333-175339).

Indenture and Notes

The Notes were issued pursuant to an Indenture, dated July 8, 2011, between the Company and U.S. Bank National Association, as trustee (the *Indenture*), pursuant to which the Company may issue an unlimited amount of debt securities from time to time in one or more series. A copy of the Indenture was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission (the *Commission*) on July 8, 2011, and is incorporated by reference herein. A copy of the form of Notes is filed as Exhibit 4.2 to this report and is incorporated by reference herein.

The Notes bear interest at the fixed rate of 3.500% per year and mature on September 1, 2023. Interest on the Notes will be due semi-annually on March 1 and September 1 of each year, commencing on March 1, 2014. The Company may redeem the Notes, in whole or in part, at any time prior to their maturity at the redemption price described in the Notes. Additionally, at the option of the holders of the Notes, the Company may be required to repurchase all or a portion of the Notes of a holder upon the occurrence of a change of control, as defined in the Indenture, at a price equal to 101% of their aggregate principal amount, plus accrued and unpaid interest, to the date of repurchase.

The Indenture provides, among other things, that the Notes will be unsecured obligations of the Company and rank equal in right of payment to all of the Company's existing and future unsecured and unsubordinated debt.

The Indenture imposes certain limitations on the ability of the Company and its restricted subsidiaries, as defined in the Indenture, to create or incur liens and to enter into sale and leaseback transactions. The Indenture also imposes certain limitations on the ability of the Company to merge or consolidate with or into any other person or sell, transfer, assign, lease, convey or otherwise dispose of all or substantially all of the property of the Company in any one transaction or series of related transactions.

The Indenture provides for customary events of default which include (subject in certain cases to customary grace and cure periods), among others: nonpayment of principal or interest, breach of covenants or other agreements in the Indenture, defaults in or failure to pay certain other indebtedness, and certain events of bankruptcy or insolvency.

Other material terms of the Notes and the Indenture are described in the prospectus supplement filed by the Company with the Commission on August 15, 2013.

The Company and its subsidiaries maintain ordinary banking and commercial relationships with the Trustee and its affiliates, for which the Trustee receives customary fees.

Item 9.01 Financial Statements and Exhibits.

The exhibits to this Current Report on Form 8-K are listed on the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

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.

MCCORMICK & COMPANY, INCORPORATED

By: /s/ W. Geoffrey Carpenter
 W. Geoffrey Carpenter
 Vice President, General Counsel & Secretary

Date: August 19, 2013

EXHIBIT INDEX

Exhibit Number	Description
1.1	Underwriting Agreement, dated August 14, 2013, among McCormick & Company, Incorporated and Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC.
4.1	Indenture, dated July 8, 2011, between McCormick & Company, Incorporated and U.S. Bank National Association, incorporated by reference from Exhibit 4.1 to McCormick's Current Report on Form 8-K dated July 5, 2011, File No. 1-14920, as filed with the Securities and Exchange Commission on July 8, 2011.
4.2	Form of 3.500% Notes due 2023.
5.1	Opinion of Hogan Lovells US LLP.
23.1	Consent of Hogan Lovells US LLP (included in Exhibit 5.1).