

GENERAL DYNAMICS CORP
Form 8-K
August 12, 2016

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 12, 2016 (August 12, 2016)

GENERAL DYNAMICS CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction)

1-3671
(Commission)

13-1673581
(IRS Employer)

of incorporation) **File Number)** **Identification No.)**

2941 Fairview Park Drive, Suite 100,

Falls Church, Virginia

(Address of principal executive offices)

(703) 876-3000

22042-4513

(Zip code)

(Registrant's telephone number, including area code)

Not Applicable

(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:

- .. 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

On August 12, 2016, General Dynamics Corporation (the Corporation) completed the sale of an aggregate of \$1 billion principal amount of notes as follows:

\$500 million aggregate principal amount of 1.875% Notes due 2023 and

\$500 million aggregate principal amount of 2.125% Notes due 2026.

The notes were sold pursuant to an underwriting agreement dated August 9, 2016, between the Corporation and certain of its subsidiaries and J.P. Morgan Securities LLC, Lloyds Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein.

The notes were issued pursuant to the First Supplemental Indenture, dated as of August 12, 2016, under the Indenture, dated as of March 24, 2015, among the Corporation, the Guarantors (as defined therein) and The Bank of New York Mellon, as Trustee.

The offering of the notes was registered pursuant to the Corporation's Registration Statement on Form S-3ASR (Registration No. 333-202961), which was previously filed with the Securities and Exchange Commission on March 24, 2015.

Copies of the Underwriting Agreement and the First Supplemental Indenture are filed as exhibits hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

4.1 Underwriting Agreement, dated August 9, 2016, among General Dynamics Corporation, the Guarantors named therein and J.P. Morgan Securities LLC, Lloyds Securities Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein.

4.2 First Supplemental Indenture, dated as of August 12, 2016, among General Dynamics Corporation, the Guarantors named therein and The Bank of New York Mellon, as Trustee (includes forms of 1.875% Note due 2023 and 2.125% Note due 2026).

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.

GENERAL DYNAMICS CORPORATION

By: /s/ Kimberly A. Kuryea
Kimberly A. Kuryea
Vice President and Controller
(Authorized Officer and Chief Accounting
Officer)

Dated: August 12, 2016