

STANLEY BLACK & DECKER, INC.

Form 8-K

November 05, 2018

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 5, 2018

Stanley Black & Decker, Inc.

(Exact name of registrant as specified in its charter)

Connecticut
(State or other jurisdiction)

1-5224
(Commission)

06-0548860
(I.R.S. Employer)

of incorporation)

File Number)

Identification No.)

1000 Stanley Drive, New Britain,

Connecticut

(Address of principal executive offices)

06053

(Zip Code)

Registrant's telephone number, including area code: (860) 225-5111

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))

Indicate by check mark whether the registrant is an emerging growth company 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 1.01 Entry Into a Material Definitive Agreement.

On October 30, 2018, Stanley Black & Decker, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) between the Company and Barclays Capital Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the Underwriters), in connection with the Company's previously announced underwritten public offering (the Offering) of \$500,000,000 in aggregate principal amount of the 4.250% Notes due 2028 (the 2028 Notes) and \$500,000,000 in aggregate principal amount of the 4.850% Notes due 2048 (the 2048 Notes and, together with the 2028 Notes, the Notes). The Notes will be offered and sold pursuant to a prospectus, dated October 25, 2017, forming a part of the Company's shelf registration statement on Form S-3 (Registration No. 333-221127), and a prospectus supplement, dated October 30, 2018.

The Underwriting Agreement includes customary representations, warranties, covenants and closing conditions. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The Offering is expected to close on November 6, 2018, subject to the conditions stated in the Underwriting Agreement. The Company intends to use the net proceeds from the Offering for general corporate purposes, including repayment of its borrowings.

Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses. In addition, certain of the Underwriters and their respective affiliates are lenders, and in some cases agents for the lenders, under the Company's credit facilities.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein. The above description of the material terms of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to such exhibit.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|-------------|---|
| 1.1 | <u>Underwriting agreement, dated October 30, 2018, between Stanley Black & Decker, Inc. and Barclays Capital Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.</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.

November 5, 2018

Stanley Black & Decker, Inc.

By: /s/ Janet M. Link

Name: Janet M. Link

Title: Senior Vice President, General
Counsel and Secretary