HOME DEPOT INC
Form 8-K
September 07, 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): September 6, 2016

THE HOME DEPOT, INC.
(Exact Name of Registrant as Specified in Charter)

Delaware	1-8207	95-3261426
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2455 Paces Ferry Road, Atlanta, Georgia 30339
(Address of Principal Executive Offices) (Zip Code)
(770) 433-8211
(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 (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.

On September 6, 2016, The Home Depot, Inc. (the "Company") entered into an Underwriting Agreement dated September 6, 2016 (the "Underwriting Agreement") among the Company and Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (together, the "Underwriters"). The Underwriting Agreement relates to a public offering by the Company of $1,000,000,000 aggregate principal amount of 2.125% Senior Notes due September 15, 2026 (the "2026 Notes") and $1,000,000,000 aggregate principal amount of 3.500% Senior Notes due September 15, 2056 (together with the 2026 Notes, the "Notes"). The offering of the Notes was made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-206550) filed with the Securities and Exchange Commission on August 25, 2015.

Pursuant to the Underwriting Agreement, the Company agreed to sell the Notes to the Underwriters, and the Underwriters agreed to purchase the Notes for resale to the public. The Underwriting Agreement includes customary representations, warranties and covenants by the Company. 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 Company expects the offering of the Notes to close on September 15, 2016, subject to customary closing conditions.

The foregoing summary is qualified by reference to the Underwriting Agreement which is filed as an exhibit to this Current Report on Form 8-K and is incorporated by reference herein and in the above-referenced shelf registration statement.

Item 9.01. Financial Statements and Exhibits.

The document included as an exhibit to this report is filed solely to provide information about its terms, is not intended to provide any factual or other information about the Company or the other parties to the agreements, and should not be relied upon by investors for any other purpose.

(d) Exhibits

Exhibit	Description
1.1	Underwriting Agreement dated as of September 6, 2016 between The Home Depot, Inc. and Credit Suisse Securities (USA) LLC, J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the underwriters.

SIGNATURE

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.

THE HOME DEPOT, INC.

Date: September 7, 2016

By:	/s/ Carol B. Tomé
Name:	Carol B. Tomé
Title:	Chief Financial Officer and Executive Vice President – Corporate Services

EXHIBIT INDEX

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