

WHIRLPOOL CORP /DE/
Form 8-K
August 01, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 1, 2014

WHIRLPOOL CORPORATION
(Exact name of registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-3932
(Commission
File Number)

38-1490038
(IRS Employer
Identification No.)

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2000 M-63 North, Benton Harbor, Michigan
(Address of Principal Executive Offices)

49022-2692
(Zip Code)

(269) 923-5000

(Registrant's telephone number, including area code)

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 1, 2014, the Italian Court of Ancona (the Court) authorized Mr. Aristide Merloni, in his capacity as legal guardian of Mr. Vittorio Merloni (the controlling shareholder of Fineldo S.p.A. (Fineldo)), to vote at a future Fineldo shareholders meeting in favor of the sale to Whirlpool Corporation (Whirlpool) of the Indesit Company S.p.A. (Indesit) shares covered by the July 10, 2014 share purchase agreement by and between Fineldo and Whirlpool. The Court also authorized the sale to Whirlpool of the 1.2% of Indesit's issued share capital that Mr. Vittorio Merloni holds directly. Closing of the share purchase agreements entered into by and between Whirlpool and Fineldo and Whirlpool and certain members of the Merloni family, respectively, remain subject to antitrust approvals and are expected to close by the end of 2014.

CAUTIONARY STATEMENTS REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this current report relating to the closing of the transactions constitute forward-looking statements within the meaning of the U.S. federal securities laws. These statements reflect management's current expectations regarding future events and speak only as of the date of this current report. Forward-looking statements involve significant risks and uncertainties, should not be read as guarantees of future performance and will not necessarily be accurate indications of whether or not, or the times at or by which, events will occur. Actual performance may differ materially from that expressed or implied in such statements. These statements rely on assumptions which may or may not be realized, including, among other things, the expectation that closing conditions for the stock purchase agreements, including prior issuance of the required antitrust clearances, will be met.

In addition to the assumptions described above, reference should also be made to the factors discussed under Risk Factors in Whirlpool's periodic filings with the Securities and Exchange Commission. Although the forward-looking statements contained in this current report are based upon what are believed to be reasonable assumptions, investors cannot be assured that actual results will be consistent with these forward-looking statements, and the differences may be material. These forward-looking statements are made as of the date of this current report and, except as expressly required by applicable law, Whirlpool assumes no obligation to update or revise them to reflect new events or circumstances.

This current report does not constitute an offer to sell or the solicitation of an offer to buy any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which, or to any persons to whom, such offering, solicitation or sale would be unlawful.

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.

WHIRLPOOL CORPORATION

Date: August 1, 2014

By: /s/ KIRSTEN J. HEWITT

Name: Kirsten J. Hewitt

Title: Senior Vice President Corporate Affairs, General Counsel, and Corporate Secretary