

WATERS CORP /DE/  
Form 8-K  
March 02, 2010

**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) March 2, 2010  
WATERS CORPORATION  
(Exact name of registrant as specified in its charter)**

**Delaware**  
(State or other jurisdiction of  
incorporation)

**01-14010**  
(Commission File Number)

**13-3668640**  
(I.R.S. Employer Identification No.)

**34 Maple Street  
Milford, Massachusetts 01757**  
(Address of principal executive offices) (Zip Code)  
**(508) 478-2000**  
(Registrant's telephone number, including area code)

**N/A**  
(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))
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**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On March 1, 2010, Waters Corporation (the Company ) issued and sold in a private placement \$100 million aggregate principal amount of its 5.00% Series B Senior Notes due February 1, 2020 (the Senior B Notes ) pursuant to a Note Purchase Agreement among the Company and the accredited institutional purchasers named therein (the Agreement ). The Senior B Notes bear interest at a fixed rate of 5.00% and mature on February 1, 2020.

The Company intends to use the proceeds from the issuance of the Senior B Notes to repay other outstanding debt and for general corporate purposes.

A summary of the Agreement is included in Items 1.01 and 2.03 of the Company s Form 8-K filed on February 2, 2010 and is incorporated herein by reference.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused the report to be signed on its behalf by the undersigned hereunto duly authorized.

**WATERS CORPORATION**

Date: March 2, 2010

By: /s/ John Ornell

Name: John Ornell

Title: Vice President, Finance and  
Administration and Chief Financial  
Officer