

UNITED TECHNOLOGIES CORP /DE/
Form 8-K
August 16, 2018

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 16, 2018

UNITED TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-812
(Commission
File Number)
10 Farms Springs Road

06-0570975
(I.R.S. Employer
Identification No.)

Farmington, Connecticut 06032

(Address of principal executive offices, including zip code)

(860) 728-7000

(Registrant's telephone number, including area code)

N/A

(Former name of 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 8.01. Other Events.

On August 16, 2018, United Technologies Corporation (the Company) issued \$ 1.0 billion aggregate principal amount of 3.350% Notes due 2021 (the notes due 2021), \$2.25 billion aggregate principal amount of 3.650% Notes due 2023 (the notes due 2023), \$1.5 billion aggregate principal amount of 3.950% Notes due 2025 (the notes due 2025), \$3.0 billion aggregate principal amount of 4.125 % Notes due 2028 (the notes due 2028), \$750 million aggregate principal amount of 4.450% Notes due 2038 (the notes due 2038), \$1.75 billion aggregate principal amount of 4.625% Notes due 2048 (the notes due 2048) and \$750 million aggregate principal amount of Floating Rate Notes due 2021 (the floating rate notes due 2021 and together with the notes due 2021, notes due 2023, notes due 2025, notes due 2028, notes due 2038 and notes due 2048, the Notes).

The Notes were registered under the Securities Act of 1933, as amended (the Act), pursuant to the Company's Registration Statement on Form S-3 (File No. 333-211035) (the Registration Statement) filed on April 29, 2016. On August 15, 2018, the Company filed with the SEC a Prospectus Supplement dated August 13, 2018 (the Prospectus Supplement) containing the final terms of the Notes pursuant to Rule 424(b)(2) of the Act.

In connection with the offer and sale of the Notes, the Company entered into an Underwriting Agreement, dated August 13, 2018 (the Underwriting Agreement), and a Pricing Agreement, dated August 13, 2018 (the Pricing Agreement), each between the Company and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and HSBC Securities (USA) Inc., as Representatives of the Underwriters listed in Schedule I to the Pricing Agreement. A form of the Underwriting Agreement is included as Exhibit 1 to the Registration Statement. The Notes were issued under the Amended and Restated Indenture, dated as of May 1, 2001 (the Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A., successor to The Bank of New York, as trustee. The Indenture and a form of the Notes are included as Exhibits 4(a) and 4(b) to the Registration Statement.

The Company expects to use the net proceeds received from the issuance of the notes due 2021, notes due 2023, notes due 2025, notes due 2028, notes due 2038 and the floating rate notes due 2021 to partially finance its payment obligations with respect to cash consideration and related fees, expenses and other amounts in connection with the Company's acquisition of Rockwell Collins, Inc. The Company expects to use the proceeds of the notes due 2048 for general corporate purposes and/or the repayment of debt, including its outstanding commercial paper.

For the relevant terms and conditions of the Underwriting Agreement and Pricing Agreement and the Notes, please refer to the Prospectus Supplement.

This report is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Wachtell, Lipton, Rosen & Katz, dated August 16, 2018, with respect to the Notes
- 5.2 Consent of Wachtell, Lipton, Rosen & Katz, dated August 16, 2018 (included in Exhibit 5.1), with respect to the Notes

EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|---------------------------|--|
| 5.1 | <u>Opinion of Wachtell, Lipton, Rosen & Katz, dated August 16, 2018, with respect to the Notes</u> |
| 5.2 | <u>Consent of Wachtell, Lipton, Rosen & Katz, dated August 16, 2018 (included in Exhibit 5.1), with respect to the Notes</u> |

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.

UNITED TECHNOLOGIES CORPORATION

(Registrant)

Date: August 16, 2018

By: /s/ Ariel David
Ariel David
Vice President, Associate General Counsel &
Assistant Secretary