

GENERAL ELECTRIC CO
Form 8-K
May 28, 2015
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) May 28, 2015

General Electric Company

(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction of incorporation)

001-00035

(Commission File Number)

14-0689340

(IRS Employer Identification No.)

3135 Easton Turnpike, Fairfield, Connecticut
(Address of principal executive offices)

06828-0001
(Zip Code)

Registrant's telephone number, including area code (203) 373-2211

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(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))

Item 8.01 Other Events.

On May 28, 2015, General Electric Company (the “Company”) closed its previously announced public offering (the “Offering”) of €650,000,000 aggregate principal amount of Floating Rate Notes due 2020 (the “Floating Rate Notes”), €1,250,000,000 aggregate principal amount of 1.250% Notes due 2023 (the “2023 Notes”) and €1,250,000,000 aggregate principal amount of 1.875% Notes due 2027 (the “2027 Notes” and together with the Floating Rate Notes and the 2023 Notes, the “Notes”). In connection with the closing of the Offering, the Company entered into a paying and calculation agency agreement with The Bank of New York Mellon, London Branch as paying and calculation agent.

The Notes were issued pursuant to a senior note indenture, dated as of October 9, 2012 (the “Base Indenture”), as supplemented by the officer’s certificate of the Company, dated as of May 28, 2015 (the “Officer’s Certificate” and together with the Base Indenture, the “Indenture”), by and between the Company and The Bank of New York Mellon, as trustee.

The Notes have been registered under the Securities Act of 1933, as amended, by a registration statement on Form S-3 (File No. 333-186882), including a base prospectus (the “Registration Statement”), filed with the Securities and Exchange Commission (the “SEC”) on February 26, 2013, as supplemented by a preliminary prospectus supplement, filed with the SEC on May 20, 2015, and a final prospectus supplement, filed with the SEC on May 22, 2015. This Current Report on Form 8-K is incorporated by reference into the Registration Statement.

The foregoing description of the Notes, the Indenture and other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these securities and documents, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits.*

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | Senior Note Indenture, dated October 9, 2012, by and between the Company and The Bank of New York Mellon, as trustee (incorporated by reference to Exhibit 4.1 of General Electric’s Current Report on Form 8-K dated October 9, 2012 (Commission file number 001-00035)) |
| 4.2 | Officer’s Certificate of the Company, Floating Rate Notes due 2020, 1.250% Notes due 2023 and 1.875% Notes due 2027, dated May 28, 2015 |
| 4.3 | Form of Floating Rate Note due 2020 |

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- 4.4 Form of 1.250% Note due 2023
- 4.5 Form of 1.875% Note due 2027
- 4.6 Paying and Calculation Agency Agreement by and between the Company and The Bank of New York Mellon, London Branch, dated as of May 28, 2015
- 5.1 Opinion of Gibson, Dunn & Crutcher LLP
- 23.1 Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)

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.

GENERAL ELECTRIC COMPANY
(Registrant)

By: /s/ Jan R. Hauser
Jan R. Hauser
Vice President, Controller and Chief Accounting Officer

Date: May 28, 2015

EXHIBIT INDEX

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