

STANLEY BLACK & DECKER, INC.
Form 8-K
July 03, 2013

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): **June 27, 2013**

STANLEY BLACK & DECKER, INC

(Exact name of Registrant as specified in its charter)

Connecticut

(State of incorporation)

1-5224

(Commission File No.)
1000 Stanley Drive

New Britain, Connecticut 06053

06-0548860

(IRS Employer Identification No.)

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(Address of principal executive offices)

Registrant's telephone number: **(860) 225-5111**

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 1.01 Entry into a Material Definitive Agreement

See disclosure contained in Item 2.03 below, which is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On June 27, 2013, Stanley Black & Decker, Inc. (the Registrant) entered into a Five Year Credit Agreement by and among the Registrant, each of the initial lenders named therein, Citibank, N.A., as administrative agent, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as lead arrangers and book runners, and Bank of America, N.A., as syndication agent, to provide for extensions of credit and revolving commitments up to an aggregate of \$1.5 billion (the Credit Agreement).

The Credit Agreement replaces the Four Year Credit Agreement dated as of March 11, 2011 among the Registrant, The Black & Decker Corporation, as subsidiary guarantor, the lenders parties thereto and Citibank, N.A., as administrative agent.

The Credit Agreement consists of a \$1.5 billion revolving credit loan. Borrowings under the Credit Agreement bear interest at a floating rate or rates equal to, at the option of the Registrant, the Eurocurrency rate or the prime rate, plus a margin specified in the Credit Agreement for Eurocurrency rate advances. A certain amount of the borrowings may be made in Euros or Pounds Sterling by certain designated subsidiaries of the Registrant.

The Registrant must repay all advances by the earlier of (i) June 27, 2018 or (ii) the date of termination in whole, at the election of the Registrant, of the commitments by the lenders under the Credit Agreement (the Termination Date). The Credit Agreement provides the Registrant with the right to request prior to June 27, 2014 and prior to June 27, 2015 (each, a Relevant Anniversary) that the Termination Date of the Credit Agreement be extended for one year (each such extension, an Extension) as long as certain conditions specified in the Credit Agreement are satisfied. Any lender may refuse the request for an Extension (each such lender, a Declining Lender). Any Declining Lender may be replaced by the Registrant with one or more Additional Commitment Lenders, as such term is defined in the Credit Agreement, with the approval of the Administrative Agent.

None of the proceeds from the Credit Agreement were drawn down at closing. The Registrant may be required to prepay any borrowings under the Credit Facility upon a change of control.

The Credit Agreement contains covenants that include, among other things:

maintenance of an EBITDA interest covenant ratio which provides for the exclusion of certain restructuring charges as well as certain adjustments to reported interest;

a limitation on creating liens on certain property of the Registrant and its subsidiaries;

a restriction on mergers, consolidations and sales of substantially all of the assets of the Registrant or its subsidiaries; and

a restriction on entering into certain sale-leaseback transactions.

The Credit Agreement contains customary events of default. If an event of default occurs and is continuing, the Registrant might be required to repay all amounts outstanding under the Credit Agreement.

The investment banking firms that are a party to the Credit Agreement or their affiliates have in the past performed, and may in the future from time to time perform, investment banking, financial advisory, lending and/or commercial banking services for the Registrant and certain of its subsidiaries and affiliates.

The description contained herein is a summary of certain material terms of the Credit Agreement and is qualified in its entirety by reference to the Credit Agreement attached as Exhibit 99.1 hereto and incorporated herein by reference.

Item 8.01 Other Events

Simultaneously with entering into the Credit Agreement, the Registrant also entered into a 364-Day Credit Agreement dated June 27, 2013 by and among the Registrant, the initial lenders named therein, Citi Bank, N.A., as Administrative Agent, Citigroup Global Markets, Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as lead arrangers and book runners, and JPMorgan Chase Bank, N.A. and Bank of America, N.A., as syndication agent, to provide for extensions of credit and revolving commitments up to an aggregate of \$500,000,000 (the 364-Day Credit Agreement).

The 364-Day Credit Agreement replaces the 364-Day Credit Agreement dated as of July 13, 2012 among the Registrant, The Black & Decker Corporation, as subsidiary guarantor, the lenders parties thereto and Citibank, N.A., as administrative agent which was set to expire on July 13, 2013.

The 364-Day Credit Agreement contains substantially similar terms as the Credit Agreement described above.

Item 9.01 Financial Statements and Exhibits

(a) Not applicable

(b) Not applicable

(d) Exhibits

99.1 Five Year Credit Agreement, dated as of June 27, 2013, by and among the Registrant, the lenders named therein, Citibank, N.A., as Administrative Agent, Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, as Lead Arrangers and Book Runners, and Bank of America, N.A., as Syndication Agent.

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.

Dated: July 3, 2013

Stanley Black & Decker, Inc.

By: /s/ BRUCE H. BEATT

Bruce H. Beatt

Senior Vice President, General Counsel
and Secretary