

AMPHENOL CORP /DE/
Form 8-K
April 05, 2017

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) **April 5, 2017**

AMPHENOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-10879
(Commission File Number)

22-2785165
(IRS Employer
Identification No.)

358 Hall Avenue, Wallingford, Connecticut
(Address of principal executive offices)

06492
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On April 5, 2017, Amphenol Corporation (the "Company") issued and sold \$400,000,000 aggregate principal amount of its 2.200% Senior Notes due 2020 (the "2020 Notes") and \$350,000,000 aggregate principal amount of its 3.200% Senior Notes due 2024 (the "2024 Notes" and together with the 2020 Notes, the "Notes") pursuant to the Company's Registration Statement on Form S-3 (No. 333-216789), including the related Prospectus dated March 17, 2017, as supplemented by the Prospectus Supplement dated March 29, 2017. The Notes were sold in an underwritten public offering pursuant to an underwriting agreement, dated March 29, 2017, by and between the Company and Barclays Capital Inc., Citigroup Global Markets Inc. and Wells Fargo Securities, LLC, as representatives of the several Underwriters named in Schedule A thereto.

The 2020 Notes were sold to the public at a price of 99.922% of the principal amount, the 2024 Notes were sold to the public at a price of 99.888% of the principal amount, and the Company received net proceeds of approximately \$744.2 million from the offering after deducting the underwriting discounts and estimated offering expenses. The Company intends to use all of the net proceeds of this offering to repay all of its outstanding \$375 million 1.550% Senior Notes due September 15, 2017 and for general corporate purposes. Prior to September 15, 2017, it intends to use the net proceeds of this offering to repay amounts outstanding under its commercial paper program.

The Notes were issued pursuant to an indenture dated as of November 5, 2009 (the "Indenture") between the Company and The Bank of New York Mellon, as trustee (the "Trustee"), and certain of the terms of the Notes were established pursuant to an Officers' Certificate dated April 5, 2017 (the "Officers' Certificate") in accordance with the Indenture. The Indenture and Officers' Certificate contain certain covenants and events of default and other customary provisions.

The 2020 Notes bear interest at a rate of 2.200% per year and the 2024 Notes bear interest at a rate of 3.200% per year. Interest on the Notes is payable semi-annually on April 1 and October 1 of each year, beginning on October 1, 2017. The Company will make each interest payment to the holders of record on the immediately preceding March 15 and September 15. The 2020 Notes will mature on April 1, 2020 and the 2024 Notes will mature on April 1, 2024. Prior to the maturity date of the 2020 Notes, the Company may redeem, at its option, some or all of the 2020 Notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, plus a "make-whole" premium. Prior to February 1, 2024 (two months prior to the maturity date of the 2024 Notes), the Company may redeem, at its option, some or all of the 2024 Notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, plus a "make-whole" premium. On or after February 1, 2024 (two months prior to the maturity date of the 2024 Notes), the Company may redeem, at its option, the 2024 Notes in whole or in part, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption. The Notes are unsecured and rank equally in right of payment with all of the Company's other unsecured senior indebtedness.

The above descriptions of the Indenture, the Officers' Certificate and the Notes are qualified in their entirety by reference to the Indenture, the Officers' Certificate, the 2020 Notes and the 2024 Notes, which are filed as Exhibits 4.1, 4.2, 4.3 and 4.4, respectively, to this Current Report on Form 8-K, and are incorporated by reference herein.

The exhibits to this Current Report on Form 8-K are hereby incorporated by reference in the Registration Statement (No. 333-216789).

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

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The foregoing terms and conditions of the Indenture, the Officers Certificate and the Notes described in Item 1.01 of this Current Report on Form 8-K are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

- Exhibit 4.1 Indenture, dated as of November 5, 2009, between Amphenol Corporation and The Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the Form 8-K filed on November 5, 2009)
- Exhibit 4.2 Officers Certificate, dated April 5, 2017, establishing the Notes pursuant to the Indenture

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Exhibit 4.3	Form of Global 2020 Note
Exhibit 4.4	Form of Global 2024 Note
Exhibit 5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes issued by Amphenol Corporation
Exhibit 23.1	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)

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.

AMPHENOL CORPORATION

By: /s/ Craig A. Lampo
Craig A. Lampo
Senior Vice President and Chief Financial Officer

Date: April 5, 2017

EXHIBIT INDEX

Exhibit No.	Description
4.1	Indenture, dated as of November 5, 2009, between Amphenol Corporation and The Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the Form 8-K filed on November 5, 2009)
4.2	Officers Certificate, dated April 5, 2017, establishing the Notes pursuant to the Indenture
4.3	Form of Global 2020 Note
4.4	Form of Global 2024 Note
5.1	Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes issued by the Company
23.1	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)