

3M CO
Form 8-K
March 11, 2016

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 9, 2016**

3M COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

File No. 1-3285
(Commission File Number)

3M Center, St. Paul, Minnesota
(Address of Principal Executive Offices)

41-0417775
(IRS Employer Identification No.)

55144-1000
(Zip Code)

(651) 733-1110

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(Registrant's Telephone Number, Including Area Code)

(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:

- 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 March 9, 2016, 3M Company entered into a \$3.75 billion, amended and restated five-year revolving credit agreement (the "Credit Agreement") with JPMorgan Chase Bank, N.A. as administrative agent, Citibank, N.A. as syndication agent, Deutsche Bank Securities Inc. and Bank of America, N.A. as documentation agents, and a syndicate of lenders as defined in the Credit Agreement. The Credit Agreement amended and restated the \$2.25 billion, five-year revolving credit agreement dated as of August 5, 2014 among 3M, the lenders named therein and JPMorgan Chase Bank, N.A. as administrative agent.

Under the Credit Agreement, 3M pays a facility fee that varies between 0.040% and 0.100%, depending on our credit rating. Revolving advances denominated in U.S. Dollars carry, at 3M's option, either the "base rate" of interest in effect plus the applicable margin, or the "eurocurrency rate" which is a periodic fixed LIBOR plus the applicable margin. Borrowings denominated in a currency other than U.S. Dollars carry the eurocurrency rate. The "base rate" of interest is the highest of (i) JPMorgan Chase Bank, N.A.'s prime rate, (ii) the Federal Funds Rate plus 0.50%, or (iii) one-month LIBOR plus 1.00% (if one-month LIBOR is less than zero, such rate shall be deemed to be zero). The applicable margin includes a market rate spread which is a rate per annum equal to the credit default swap mid-rate spread of 3M for the applicable tenor. This spread varies between 0.100% and 1.125% depending on our credit rating. The applicable margin for "eurocurrency rate" advances is the market rate spread. The applicable margin for "base rate" advances is the market rate spread minus 1.00% (but not less than 0%).

The Credit Agreement includes a provision under which 3M may request an increase of the total facility up to \$5.0 billion, with the grant of such request at the lenders' discretion. The Credit Agreement contains customary representations, warranties and covenants, including but not limited to covenants restricting our ability to incur liens, merge or consolidate with another entity where 3M is not the surviving entity. Further, the Credit Agreement contains a covenant requiring us to maintain our EBITDA to Interest Ratio as of the end of each quarter at not less than 3.0 to 1. This is calculated as the ratio of consolidated EBITDA for the four consecutive quarters then ended to interest payable on all funded debt for the same period.

The full terms and conditions of the credit facility are set forth in the Credit Agreement. A copy of the Credit Agreement is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Some of the lenders named under the Credit Agreement and their affiliates have various relationships with 3M and its subsidiaries involving the provision of financial services, including cash management, investment banking, foreign exchange and trust services.

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

The information described above under Item 1.01. Entry into a Material Definitive Agreement with respect to the Credit Agreement is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

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(d) Exhibits:

| Exhibit Number | Description of Exhibits |
|---------------------------|---|
| 10.1 | Amended and Restated Five Year Credit Agreement dated as of March 9, 2016 |

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 thereunto duly authorized.

3M COMPANY

By: /s/ Gregg M. Larson
Gregg M. Larson,
Deputy General Counsel & Secretary

Dated: March 11, 2016

INDEX TO EXHIBITS

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