

ARROW ELECTRONICS INC  
Form 8-K  
February 14, 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): February 12, 2013**

**ARROW ELECTRONICS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**NEW YORK**  
**(State or Other Jurisdiction**

**of Incorporation)**

**1-4482**  
**(Commission**

**File Number)**

**11-1806155**  
**(IRS Employer**

**Identification No.)**

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7459 SOUTH LIMA STREET, ENGLEWOOD, COLORADO 80112

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (303) 824-4000

Not Applicable

(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 20.14a-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.**

Reference is hereby made to the Registrant's Registration Statement on Form S-3 (File No. 333-184225), filed with the Securities and Exchange Commission (the "Commission") on October 1, 2012, including the prospectus forming a part thereof and the Prospectus Supplement filed with the Commission on February 12, 2013 (together, the "Registration Statement"), pursuant to which the Registrant registered \$600,000,000 aggregate principal amount of its securities, for offer and sale in accordance with applicable provisions of the Securities Act of 1933, as amended.

On February 12, 2013, the Registrant entered into an Underwriting Agreement (the "Underwriting Agreement") with J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated as representatives (the "Representatives") of the several underwriters named therein (the "Underwriters"), in connection with the public offering by the Underwriters of \$300,000,000 aggregate principal amount of the Registrant's 3.00% Notes due 2018 and \$300,000,000 aggregate principal amount of the Registrant's 4.50% Notes due 2023 (together, the "Notes"), covered by the Registration Statement. The Underwriting Agreement in the form in which it was executed is filed herewith as Exhibit 1.1. On February 12, 2013, the Registrant issued a press release announcing the pricing of the offering. The press release is filed herewith as Exhibit 99.1.

The Registrant has previously entered into an Indenture, dated as of January 15, 1997 (the "Indenture"), with Bank of Montreal Trust Company, as trustee, with respect to the Registrant's debt securities.

Pursuant to the Indenture, on February 20, 2013, the Registrant and The Bank of New York Mellon (as successor to Bank of Montreal Trust Company), as trustee (the "Trustee") will enter into a Supplemental Indenture (the "Supplemental Indenture"), which provides for the issuance of the Notes. A copy of the Supplemental Indenture is filed herewith as Exhibit 4.1.

**ITEM 9.01. Financial Statements and Exhibits.**

**(d) Exhibits**

- 1.1 Underwriting Agreement, dated February 12, 2013, between Arrow Electronics, Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
- 4.1 Supplemental Indenture, to be dated as of February 20, 2013, with respect to the Notes, between Arrow Electronics, Inc. and The Bank of New York Mellon.
- 5.1 Opinion of Milbank, Tweed, Hadley & McCloy LLP relating to the validity of the Notes.
- 23.1 Consent of Milbank, Tweed, Hadley & McCloy LLP (included in Exhibit 5.1).
- 99.1 Press Release, dated February 12, 2013.

**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.

Date: February 14, 2013

**ARROW ELECTRONICS, INC.**

By: /s/ Peter S. Brown  
Name: Peter S. Brown  
Title: Senior Vice President

**EXHIBIT INDEX**

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