

CLOROX CO /DE/  
Form 8-K  
May 09, 2018

**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 7, 2018**

**THE CLOROX COMPANY**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-07151**  
**(Commission**

**File Number)**

**1221 Broadway, Oakland, California 94612-1888**

**31-0595760**  
**(I.R.S. Employer**

**Identification No.)**

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**(Address of principal executive offices) (Zip code)**

**(510) 271-7000**

**(Registrant's telephone number, including area code)**

**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 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 8.01 Other Events

On May 7, 2018, The Clorox Company (the Company) executed an underwriting agreement in connection with the sale of \$500 million aggregate principal amount of its 3.900% senior notes due 2028 (the Notes), in an underwritten registered public offering (the Underwriting Agreement). The offering closed on May 9, 2018. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1.

A copy of the Seventh Supplemental Indenture, dated as of May 9, 2018, between the Company and Wells Fargo Bank, National Association, as trustee, with respect to the Notes is attached as Exhibit 4.1. A copy of the opinion of Morgan, Lewis & Bockius LLP relating to the validity of the notes to be issued in this offering is attached as Exhibit 5.1.

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

See the Exhibit Index below, which is incorporated by reference herein.

#### EXHIBIT INDEX

| Exhibit | Description  |
|---------|--|
| 1.1     | <u>Underwriting Agreement dated as of May 7, 2018</u>  |
| 4.1     | <u>Seventh Supplemental Indenture, dated as of May 9, 2018, between the Company and Wells Fargo Bank, National Association, as trustee</u> |
| 5.1     | <u>Opinion of Morgan, Lewis &amp; Bockius LLP</u>  |

**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.

THE CLOROX COMPANY

Date: May 9, 2018

By: /s/ Laura Stein  
Executive Vice President    General Counsel  
and Corporate Affairs