

AMPHENOL CORP /DE/
Form 8-K
November 05, 2009

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) **November 5, 2009**

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:

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- 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 9.01

Financial Statements and Exhibits

Exhibit 1.1 Underwriting Agreement, dated October 29, 2009, by and between Amphenol Corporation and Banc of America Securities LLC and J.P. Morgan Securities Inc., as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of the Notes (filed as Exhibit 10.1 to the Form 8-K filed on November 4, 2009)

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- Exhibit 4.1 Indenture, dated as of November 5, 2009, between Amphenol Corporation and The Bank of New York Mellon, as trustee
- Exhibit 4.2 Officers Certificate, dated November 5, 2009, establishing the Notes pursuant to the Indenture
- Exhibit 4.3 Form of Global 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)

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.

AMPHENOL CORPORATION

By:

/s/ Diana G. Reardon
Diana G. Reardon
Senior Vice President and Chief Financial Officer

Date: November 5, 2009

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement, dated October 29, 2009, by and between Amphenol Corporation and Banc of America Securities LLC and J.P. Morgan Securities Inc., as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of the Notes (filed as Exhibit 10.1 to the Form 8-K filed on November 4, 2009)
4.1	Indenture, dated as of November 5, 2009, between Amphenol Corporation and The Bank of New York Mellon, as trustee
4.2	Officers Certificate, dated November 5, 2009, establishing the Notes pursuant to the Indenture
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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)