

TENNECO INC  
Form 8-K  
March 08, 2012

**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 8, 2012**

**TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction

of Incorporation)

**1-12387**  
(Commission

File Number)

**76-0515284**  
(IRS Employer

Identification No.)

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**500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS**

(Address of Principal Executive Offices)

**Registrant's telephone number, including area code: (847) 482-5000**

**60045**

(Zip Code)

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))

**ITEM 8.01 OTHER EVENTS.**

On March 8, 2012, Tenneco Inc. ( Tenneco ) announced the commencement of a cash tender offer for any and all of its outstanding \$250 million 8 1/8 percent senior notes due 2015 and a solicitation of consents to certain proposed amendments to the related indenture. The company intends to use the proceeds of one or more debt financing transactions, potentially including obtaining loans under a new \$700 million revolving bank credit facility and a new \$250 million term loan A facility, to fund the total cost of all tendered notes and delivered consents, accrued interest and all related fees and expenses. Holders who validly tender their notes and provide their consents to the proposed amendments to the indenture governing the notes before the consent deadline (expected to be 5:00 p.m., New York City time, on March 21, 2012) will be eligible to receive \$1,044.38 (which includes a consent fee of \$30.00) for each \$1,000 principal amount of notes validly tendered and not withdrawn. Holders who validly tender their notes after the consent deadline and before the expiration of the tender offer (expected to be 8:00 a.m., New York City time, on April 5, 2012) will be eligible to receive \$1,014.38 for each \$1,000 principal amount of notes validly tendered and not withdrawn. This announcement was contained in a press release, a copy of which is filed under Item 9.01 as Exhibit 99.1 and is incorporated herein by reference.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**(d) Exhibits**

Exhibit No.	Description
99.1	Press release dated March 8, 2012 announcing commencement of tender offer

**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.

**TENNECO INC.**

Date: March 8, 2012

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel

and Corporate Secretary