

PARKER HANNIFIN CORP  
Form 8-K  
November 21, 2014

**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): November 21, 2014**

**PARKER-HANNIFIN CORPORATION**  
**(Exact Name of Registrant as Specified in Charter)**

**Ohio**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-4982**  
**(Commission**  
**File Number)**

**34-0451060**  
**(IRS Employer**  
**Identification No.)**

**6035 Parkland Blvd., Cleveland, Ohio**  
**(Address of Principal Executive Offices)**

**44124-4141**  
**(Zip Code)**

**Registrant's telephone number, including area code: (216) 896-3000**

**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))

**Item 8.01. Other Events.**

Parker-Hannifin Corporation (the Company) is filing herewith the following exhibits to its Registration Statement on Form S-3ASR (File No. 333-186741):

1. Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.;
2. Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.;
3. Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated;
4. Amendment No. 3 to Amended and Restated U.S. Distribution Agreement, dated as of March 19, 2013, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Mizuho Securities USA Inc. and J.P. Morgan Securities LLC;
5. Opinion of Jones Day relating to the legality of certain notes;
6. Opinion of Jones Day relating to certain tax matters; and
7. Consents of Jones Day.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
1.1	Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.

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(incorporated by reference to Exhibit 1.1 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).

- 1.2 Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc. (incorporated by reference to Exhibit 1.2 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).
- 1.3 Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated (incorporated by reference to Exhibit 1.3 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).

- 1.4 Amendment No. 3 to Amended and Restated U.S. Distribution Agreement, dated as of March 19, 2013, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Mizuho Securities USA Inc. and J.P. Morgan Securities LLC.
- 5.1 Opinion of Jones Day relating to the legality of certain notes.
- 8.1 Opinion of Jones Day relating to certain tax matters.
- 23.1 Consent of Jones Day (included in Exhibit 5.1).
- 23.2 Consent of Jones Day (included in Exhibit 8.1).

**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.

**PARKER-HANNIFIN CORPORATION**

By: /s/ Joseph R. Leonti

Name: Joseph R. Leonti  
Title: Vice President, General Counsel  
and Secretary

Date: November 21, 2014

**EXHIBIT INDEX**

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