

TENNECO INC  
Form DEFA14A  
August 08, 2018

**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): August 6, 2018**

**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.)**

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

**60045**

**(Address of Principal Executive Offices)**

**(Zip Code)**

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

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**

As previously announced, on April 10, 2018, Tenneco Inc. (the Company) entered into a Membership Interest Purchase Agreement (the Purchase Agreement) by and among the Company, Federal-Mogul, LLC (Federal-Mogul), American Entertainment Properties Corp. and Icahn Enterprises L.P., pursuant to which the Company will acquire Federal-Mogul (the Transaction).

On August 6, 2018, the Directorate General for Competition of the European Commission issued clearance of the Transaction under Council Regulation (EC) No. 139/2004 (the EU Clearance).

Receipt of the EU Clearance satisfies one of the closing conditions of the Transaction, which remains subject to the other closing conditions specified in the Purchase Agreement. Subject to the satisfaction of the remaining conditions, Tenneco and Federal-Mogul expect the Transaction to close early in the fourth quarter of 2018.

#### **Additional Information and Where to Find It**

In connection with the Transaction, on August 2, 2018, the Company filed a definitive proxy statement with the U.S. Securities and Exchange Commission (the SEC). The definitive proxy statement and a proxy card was first mailed to each Tenneco stockholder entitled to vote at the special meeting relating to the Transaction on or about August 3, 2018. This communication is not a substitute for the proxy statement or other document(s) that the Company may file with the SEC in connection with the Transaction. **INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ CAREFULLY THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, FEDERAL-MOGUL AND THE TRANSACTION.** Investors and security holders may obtain free copies of the proxy statement and other relevant materials (when they become available), and any and all documents filed by the Company with the SEC, may be obtained for free at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, stockholders may obtain free copies of the documents filed with the SEC by the Company via the Company's Investor Relations section of its website at [investors.tenneco.com](http://investors.tenneco.com) or by contacting Investor Relations by directing a request to the Company, Attention: Investor Relations, 500 North Field Drive in Lake Forest, Illinois, 60045 or by calling (847) 482-5162.

#### **Certain Information Regarding Participants**

The Company and its respective directors and executive officers may be deemed participants in the solicitation of proxies in connection with the Transaction. Information about the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of the Company's stockholders in connection with the Transaction, and any interest they have in the Transaction, are set forth in the definitive proxy statement filed with the SEC. Additional information regarding these individuals is set forth in the Company's proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on April 4, 2018, its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on February 28, 2018, and its Current Reports on Form 8-K filed with the SEC on July 23, 2018. You may obtain these documents (when they become available) free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from Investor Relations at the Company.

#### **No Offer or Solicitations**

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

**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: August 8, 2018

By: /s/ Brandon B. Smith  
Brandon B. Smith  
Senior Vice President, General Counsel and  
Corporate Secretary