

WHIRLPOOL CORP /DE/  
Form 8-K  
November 04, 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): October 30, 2014**

**WHIRLPOOL CORPORATION**  
**(Exact name of registrant as Specified in Charter)**

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

**1-3932**  
**(Commission**  
**File Number)**

**38-1490038**  
**(IRS Employer**  
**Identification No.)**

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**2000 M-63 North, Benton Harbor, Michigan**  
**(Address of Principal Executive Offices)**

**49022-2692**  
**(Zip Code)**

**(269) 923-5000**

**(Registrant's telephone number, including area 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 1.01 Entry into a Material Contract**

On October 30, 2014, Whirlpool Corporation (the Company) priced an offering of (1) \$300,000,000 aggregate principal amount of 1.650% Senior Notes due 2017 (the 2017 Notes) and (2) \$350,000,000 aggregate principal amount of 3.700% Senior Notes due 2025 (the 2025 Notes and, together with the 2017 Notes, the Notes). In connection with the offering of the Notes, the Company entered into an Underwriting Agreement with Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed therein (collectively, the Underwriters), pursuant to which the Company agreed to sell and the Underwriters agreed severally to purchase, subject to and upon terms and conditions set forth therein, the Notes. The offering of the Notes closed on November 4, 2014.

The Notes were issued under an indenture dated as of March 20, 2000, between the Company and U.S. Bank National Association (successor to Citibank, N.A.), as trustee, as supplemented by an officers' certificate establishing the terms and providing for the issuance of the Notes.

The Notes are registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-181339) filed with the Securities and Exchange Commission (the Commission) on May 11, 2012. On October 31, 2014, the Company filed a final prospectus supplement with the Commission relating to the Notes. Kirkland & Ellis LLP has issued an opinion, dated November 4, 2014, to the Company regarding certain legal matters with respect to the offering of the Notes, a copy of which is filed as Exhibit 5.1 hereto.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

The information set forth under Item 1.01 is incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Document</b>
1.1	Underwriting Agreement, dated October 30, 2014, by and among Whirlpool Corporation and Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters listed therein.
4.1	Certificate of Designated Officers of Whirlpool Corporation, dated November 4, 2014.
5.1	Opinion of Kirkland & Ellis LLP.
12.1	Ratio of Earnings to Fixed Charges.

*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 hereunto duly authorized.

WHIRLPOOL CORPORATION

November 4, 2014

By: /s/ LARRY M. VENTURELLI  
Name: Larry M. Venturelli  
Title: Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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