

WHIRLPOOL CORP /DE/  
Form 8-K  
November 02, 2016

**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 28, 2016**

**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 November 2, 2016, Whirlpool Finance Luxembourg S.à. r.l. ( Whirlpool Finance ), an indirect, wholly-owned finance subsidiary of Whirlpool Corporation (the Company ), closed its offering of 500,000,000 aggregate principal amount of 1.250% Senior Notes due 2026 (the Notes ), in a public offering pursuant to a registration statement on Form S-3, as amended by the Post-Effective Amendment No. 1 thereto (File No. 333-203704), and a preliminary prospectus supplement and prospectus supplement related to the offering of the Notes, each as previously filed with the Securities and Exchange Commission. The Company has fully and unconditionally guaranteed the Notes on a senior unsecured basis (the Guarantee and, together with the Notes, the Securities ). The Securities were issued under an indenture (the Indenture ), dated November 2, 2016, among Whirlpool Finance, as issuer, the Company, as parent guarantor, and U.S. Bank National Association, as trustee, as supplemented by an officers certificate establishing the terms and providing for the issuance of the Notes, a copy of which is filed as Exhibit 4.2 hereto. The sale of the Securities was made pursuant to the terms of an Underwriting Agreement, dated October 28, 2016 (the Underwriting Agreement ), among Whirlpool Finance as issuer, the Company, as parent guarantor and BNP Paribas, ING Bank N.V., Mizuho International plc, MUFG Securities EMEA plc, Deutsche Bank AG, London Branch and UniCredit Bank AG, as underwriters.

The Company intends to use the net proceeds from the sale of the Notes for general corporate purposes, including the repayment of euro commercial paper borrowings.

Kirkland & Ellis LLP, U.S. counsel to the Company and Whirlpool Finance, has issued an opinion to the Company and Whirlpool Finance, dated November 2, 2016, regarding certain legal matters with respect to the Securities, and Baker & McKenzie Luxembourg, Luxembourg counsel to Whirlpool Finance, has issued an opinion to Whirlpool Finance, dated November 2, 2016, regarding the Notes. Copies of these opinions are filed as Exhibits 5.1 and 5.2 hereto, respectively.

The foregoing description of the Underwriting Agreement and Indenture does not purport to be complete and is qualified in its entirety by reference to the full text of each of the foregoing, which are filed with this report as Exhibits 1.1 and 4.1, respectively. Each of the foregoing documents is incorporated herein by reference.

**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.

**Exhibit**

| No. | Document  |
|-----|---|
| 1.1 | Underwriting Agreement, dated November 2, 2016, among Whirlpool Finance Luxembourg S.à. r.l., Whirlpool Corporation, BNP Paribas, ING Bank N.V., Mizuho International plc, MUFG Securities EMEA plc, Deutsche Bank AG, London Branch and UniCredit Bank AG. |
| 4.1 | Indenture, dated November 2, 2016, among Whirlpool Finance Luxembourg S.à. r.l., Whirlpool Corporation and U.S. Bank National Association.  |

- 4.2 Certificate of Designated Officers of Whirlpool Corporation and Whirlpool Finance Luxembourg S.à.r.l., dated November 2, 2016.
- 5.1 Opinion of Kirkland & Ellis LLP.
- 5.2 Opinion of Baker & McKenzie Luxembourg.
- 23.1 Consent of Kirkland & Ellis LLP (contained in Exhibit 5.1).
- 23.2 Consent of Baker & McKenzie Luxembourg (contained in Exhibit 5.2).

*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 2, 2016

By: /s/ BRIDGET K. QUINN

Name: Bridget K. Quinn

Title: Group Counsel and Corporate Secretary

**EXHIBIT INDEX**

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