

CHURCH & DWIGHT CO INC /DE/

Form 8-K

September 21, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE

SECURITIES EXCHANGE ACT OF 1934

Date of the report (Date of earliest event reported): September 19, 2012

CHURCH & DWIGHT CO., INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction)

1-10585
(Commission)

13-4996950
(I.R.S. Employer)

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of Incorporation)

File Number)

Identification No.)

469 North Harrison Street, Princeton, New Jersey

(Address of Principal Executive Offices)

08543

(Zip Code)

Registrant's telephone number, including area code: (609) 683-5900

N/A

(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 1.01. Entry Into a Material Definitive Agreement.

On September 19, 2012, Church & Dwight Co., Inc. (the "Company") entered into an underwriting agreement (the "Agreement") with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several underwriters listed therein (collectively, the "Underwriters"), under which the Company agreed to sell and the Underwriters agreed to purchase, subject to and upon the terms and conditions set forth therein, \$400 million aggregate principal amount of the Company's 2.875% Senior Notes due 2022 (the "Notes"). The Notes are being issued to partially fund the previously announced acquisition of Avid Health, Inc.

The issuance of the Notes has been registered pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-166762) and prospectus supplement dated September 19, 2012. The closing is expected to occur on September 26, 2012, subject to customary closing conditions.

The underwriting agreement includes customary representations, warranties and agreements by the Company and customary conditions to closing and termination provisions. Additionally, the Company has agreed to indemnify, defend and hold the underwriter harmless against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or contribute to payments that the underwriter may be required to make in respect of such liabilities. This description of the underwriting agreement is a summary only and is qualified in its entirety by the full and complete terms of the underwriting agreement, a copy of which is attached as Exhibit 1.1 hereto and incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit	Description
1.1	Underwriting Agreement, dated September 19, 2012, among Church & Dwight Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the Underwriters named in Schedule A thereto.

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.

CHURCH & DWIGHT CO., INC.

Date: September 21, 2012

By: */s/ Matthew T. Farrell*

Name: Matthew T. Farrell

Title: Executive Vice President Finance and Chief Financial Officer