

AIR PRODUCTS & CHEMICALS INC /DE/

Form 8-K

February 12, 2015

UNITED STATES
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 Report (Date of earliest event reported) February 12, 2015

Air Products and Chemicals, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-4534
(Commission

File Number)

23-1274455
(IRS Employer

Identification No.)

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7201 Hamilton Boulevard, Allentown, Pennsylvania
(Address of Principal Executive Offices)

(610) 481-4911

18195-1501
(Zip Code)

Registrant's telephone number, including area code

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 (See General Instruction A.2. below):

- .. 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.

On February 12, 2015, Air Products and Chemicals, Inc. (the Company) issued and sold 300,000,000 in aggregate principal amount of 1.000% notes due February 12, 2025 (the Notes). The Notes were issued pursuant to the Company's Registration Statement on Form S-3 (No. 333-200537) and the Prospectus included therein (the Registration Statement), filed by the Company with the Securities and Exchange Commission (the Commission) on November 24, 2014, and the Prospectus Supplement relating thereto dated February 3, 2015, and filed with the Commission on February 4, 2015. The Notes were issued under an Indenture dated as of January 10, 1995, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee (the Indenture), and an Officers' Certificate containing the terms of the Notes. The Indenture, together with the Officers' Certificate, sets forth the terms of the Notes and the obligations of the Company thereunder. A copy of the Officers' Certificate is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein.

A copy of the opinion of Ann E. Padjen, Senior Corporate and Finance Counsel of the Company, relating to the legality of the Notes, is filed as Exhibit 5.1 to this Current Report on Form 8-K.

This Current Report on Form 8-K is filed for the purpose of filing the documents attached as exhibits hereto as exhibits to the Registration Statement in connection with the issuance of the Notes, and such exhibits are hereby incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

| No. | Description |
|------|--|
| 4.1 | Officers' Certificate, dated February 12, 2015, establishing the terms, and setting forth the form of the 1.000% Notes due 2025. |
| 4.2 | Form of Note (included as Exhibit A to the Officers' Certificate in Exhibit 4.1). |
| 5.1 | Opinion of Ann E. Padjen, Senior Corporate and Finance Counsel of the Company. |
| 23.1 | Consent of Ann E. Padjen (included in Exhibit 5.1). |

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.

Air Products and Chemicals, Inc.
(Registrant)

Dated: February 12, 2015

By: /s/ Mary T. Afflerbach
Name: Mary T. Afflerbach
Title: Corporate Secretary and Chief Governance Officer

Exhibit Index

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| 5.1 | Opinion of Ann E. Padjen, Senior Corporate and Finance Counsel of the Company. |
| 23.1 | Consent of Ann E. Padjen (included in Exhibit 5.1). |