

Fortune Brands Home & Security, Inc.
Form 8-K
June 16, 2015

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): June 15, 2015

Fortune Brands Home & Security, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-35166
(Commission

File Number)
520 Lake Cook Road

62-1411546
(IRS Employer

Identification No.)

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Deerfield, IL 60015

(Address of Principal Executive Offices) (Zip Code)

847-484-4400

(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 Definitive Agreement.

On June 15, 2015, Fortune Brands Home & Security, Inc. (the Company) completed the offering and sale of \$400 million aggregate principal amount of its 3.000% Senior Notes due 2020 (the 2020 Notes) and \$500 million aggregate principal amount of its 4.000% Senior Notes due 2025 (the 2025 Notes and, together with the 2020 Notes, the Notes) in an underwritten public offering (the Offering). Also on June 15, 2015 in connection with the Offering, the Company entered into an Indenture (the Base Indenture) and First Supplemental Indenture to the Base Indenture (the Supplemental Indenture and, together with the Base Indenture, the Indenture) with Wilmington Trust, National Association, as trustee, and Citibank, N.A., as securities agent, pursuant to which the Company issued the Notes. The Company previously disclosed the terms of the Offering and the Indenture in its Current Report on Form 8-K filed with the Securities and Exchange Commission (the SEC) on June 12, 2015. Copies of the Base Indenture and the Supplemental Indenture, and forms of the 2020 Note and the 2025 Note, attached hereto as Exhibits 4.1, 4.2, 4.3 and 4.4, respectively, are incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01. Entry into a Material Definitive Agreement of this Current Report on Form 8-K is incorporated herein by reference.

Item 8.01. Other Events.

In connection with the offering and sale of the Notes, the Company is filing as Exhibit 5.1 hereto an opinion of counsel with respect to the Notes. Such opinion is incorporated by reference into the Company s Registration Statement on Form S-3ASR (Registration Statement No. 333-204598) filed by the Company with the SEC on June 1, 2015, as supplemented by the prospectus supplement filed with the SEC on June 10, 2015.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
4.1	Indenture, dated as of June 15, 2015, by and among Fortune Brands Home & Security, Inc., Wilmington Trust, National Association, as Trustee, and Citibank, N.A., as Securities Agent.
4.2	First Supplemental Indenture, dated as of June 15, 2015, by and among Fortune Brands Home & Security, Inc., Wilmington Trust, National Association, as Trustee, and Citibank, N.A., as Securities Agent.
4.3	Form of global certificate for the 3.000% Senior Notes due 2020.
4.4	Form of global certificate for the 4.000% Senior Notes due 2025.
5.1	Opinion of Chadbourne & Parke LLP.

23.1 Consent of Chadbourne & Parke LLP (contained in Exhibit 5.1).

(Page 2 of 4 Pages)

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.

FORTUNE BRANDS HOME & SECURITY,
INC.
(Registrant)

By: /s/ Robert K. Biggart
Name: Robert K. Biggart
Title: Senior Vice President, General Counsel
and Secretary

Date: June 16, 2015

(Page 3 of 4 Pages)

EXHIBIT INDEX

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(Page 4 of 4 Pages)