

KIMBERLY CLARK CORP
Form 8-K
February 22, 2016

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: **February 17, 2016**

(Date of earliest event reported)

KIMBERLY-CLARK CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-225
(Commission File
Number)

39-0394230
(IRS Employer
Identification No.)

P.O. Box 619100, Dallas, Texas
(Address of principal executive offices)

75261-9100
(Zip Code)

(972) 281-1200

(Registrant's telephone number, including area code)

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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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events.

On February 17, 2016, Kimberly-Clark Corporation (the Corporation) entered into an Underwriting Agreement (the Underwriting Agreement) with Citigroup Global Markets Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives for the several underwriters named therein, for the issuance and sale by the Corporation of \$400,000,000 aggregate principal amount of 1.400% Notes due February 15, 2019 (the 2019 Notes) and \$400,000,000 aggregate principal amount of 2.750% Notes due February 15, 2026 (together with the 2019 Notes, the Notes). The Notes were registered under the Securities Act of 1933, as amended, pursuant to the Corporation s registration statement on Form S-3 (File No. 333-189633) filed on June 27, 2013.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1. Forms of the Notes are attached hereto as Exhibits 4.1 and 4.2.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

- Exhibit 1.1 Underwriting Agreement, dated February 17, 2016
- Exhibit 4.1 Form of 1.400% Notes due February 15, 2019
- Exhibit 4.2 Form of 2.750% Notes due February 15, 2026
- Exhibit 5.1 Opinion of Thomas J. Mielke
- Exhibit 23.1 Consent of Thomas J. Mielke (included in Exhibit 5.1 hereto)

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.

KIMBERLY-CLARK CORPORATION

Date: February 22, 2016

By:

/s/ Karen L. Leets
Karen L. Leets
Vice President and Treasurer

EXHIBIT INDEX

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