

TEXTRON INC  
Form 8-K  
November 06, 2014

**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): **November 6, 2014**

**TEXTRON INC.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State of Incorporation)

**1-5480**  
(Commission File Number)

**05-0315468**  
(IRS Employer Identification No.)

**40 Westminster Street, Providence, Rhode Island 02903**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(401) 421-2800**

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:

## Edgar Filing: TEXTRON INC - Form 8-K

- 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 November 6, 2014, Textron issued and sold \$350,000,000 principal amount of its 3.875% Notes due March 1, 2025 (the Notes ) pursuant to its Registration Statement on Form S-3 (No. 333-197664), including the related Prospectus dated July 28, 2014, as supplemented by the Prospectus Supplement dated October 23, 2014. The exhibits to this Current Report on Form 8-K are hereby incorporated by reference in such Registration Statement.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

The following exhibits are filed herewith:

| Exhibit<br>Number | Description                                                                                                                                                                                                                                                                                                                                           |
|-------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1               | Underwriting Agreement dated October 23, 2014 between Textron and the underwriters named therein, for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC acted as representatives, relating to the offer and sale of the Notes, including Underwriting Agreement Standard Provisions (Debt) dated October 23, 2014. |
| 4.1               | Form of Global Note.                                                                                                                                                                                                                                                                                                                                  |
| 4.2               | Officers Certificate dated November 6, 2014 establishing the Notes pursuant to the Indenture.                                                                                                                                                                                                                                                         |
| 5.1               | Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes.                                                                                                                                                                                                                                                                   |
| 23.1              | Consent of Pillsbury Winthrop Shaw Pittman LLP (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.

TEXTRON INC.  
(Registrant)

/s/ Mary F. Lovejoy  
Mary F. Lovejoy  
Vice President and Treasurer

Date: November 6, 2014

**EXHIBIT INDEX**

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