

Rexnord Corp  
Form 8-K  
November 18, 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 12, 2014**

**REXNORD CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State of Incorporation)**

**001-35475**  
**(Commission**

**20-5197013**  
**(I.R.S. Employer**

**File Number)**

**Identification No.)**

**4701 West Greenfield Avenue,**

**53214**

**Milwaukee, Wisconsin**  
**(Address of Principal Executive Offices)**  
**(414) 643-3000**

**(Zip Code)**

**(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))

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**Item 1.01 Entry into a Material Definitive Agreement**

On November 12, 2014, Rexnord Corporation (the Company ) entered into an Underwriting Agreement (the Underwriting Agreement ) by and among the Company, certain funds affiliated with Apollo Global Management, LLC (collectively with its subsidiaries, Apollo ) and Credit Suisse Securities (USA) LLC (the Underwriter ), for the sale of 14,729,045 shares of common stock, par value \$0.01 per share, of the Company ( Common Stock ) by Apollo. The offering was made under the Company s registration statement on Form S-3ASR (File No. 333-193610) filed with the Securities and Exchange Commission (the Registration Statement ). The offering closed on November 18, 2014. Pursuant to the terms of the Underwriting Agreement, the Company and Apollo have agreed to indemnify the Underwriter against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the Underwriter may be required to make because of any of those liabilities.

The Company did not sell any shares in the offering and did not receive any proceeds from the sale of shares of Common Stock by Apollo.

The Underwriter and its affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. The Underwriter and certain of its affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses. The Underwriter and/or certain of its affiliates may have an indirect ownership interest in the Company through various private equity funds, including funds of Apollo and/or its affiliates. The Underwriter or certain of its affiliates are lenders and is the administrative agent under the Company s credit agreement.

In the ordinary course of their various business activities, the Underwriter and its affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of the Company. The Underwriter and its affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

The summary set forth above is not intended to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is attached hereto as Exhibit 1.1 and incorporated by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit

No.	Description
1.1	Underwriting Agreement, dated as of November 12, 2014, by and among Rexnord Corporation, Rexnord Acquisition Holdings I, LLC and Rexnord Acquisition Holdings II, LLC, as the selling stockholders, and Credit Suisse Securities (USA) LLC
5.1	Opinion of Paul, Weiss, Rifkind, Wharton & Garrison, LLP

23.1 Consent of Paul, Weiss, Rifkind, Wharton & Garrison, LLP (included in Exhibit 5.1)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, Rexnord Corporation has caused this report to be signed on its behalf by the undersigned thereunto authorized this 18th day of November, 2014.

REXNORD CORPORATION

BY: /s/ Patricia M. Whaley

Patricia M. Whaley

Vice President, General Counsel and  
Secretary

**EXHIBIT INDEX**

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