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TIFFANY & CO
Form 8-K
February 13, 2009

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, 2009

TIFFANY & CO.

(Exact name of registrant as specified in charter)

| | | |
|---|-----------------------------|--------------------------------------|
| DELAWARE | 1-9494 | 13-3228013 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 727 FIFTH AVENUE, NEW YORK, NEW YORK | 10022 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code: (212) 755-8000

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))

SECTION 8 - OTHER EVENTS

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Item 8.01. Other Events.

On February 12, 2009, the Registrant issued \$250,000,000 of its 10.00% Series A-2009 and Series B-2009 Senior Notes to subsidiaries of Berkshire Hathaway Inc. in a transaction exempt from the registration requirements of the Securities Act of 1933. The Series A-2009 Notes are in the amount of \$125 million and are due on February 13, 2017. The Series B-2009 Notes are in the amount of \$125 million and are due on February 13, 2019. The proceeds of the Notes will be used to refinance existing indebtedness and for general corporate purposes. The Note Purchase Agreement requires lump sum repayments upon maturity and includes specific financial covenants and ratios and limits certain payments, investments and indebtedness, in addition to other requirements customary to such borrowings. The Note Purchase Agreement is filed as an exhibit hereto.

Also filed as an exhibit hereto is the Note Purchase and Private Shelf Agreement reported in Registrant's Report on Form 8-K filed on December 30, 2008.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- | | |
|--------|---|
| 10.155 | Form of Note Purchase and Private Shelf Agreement dated as of December 23, 2008 by and between Registrant and various institutional note purchasers with respect to Registrant's \$100 million principal amount 9.05% Series A Senior Notes due December 23, 2015 and up to \$50 Million Private Shelf Facility. |
| 10.156 | Guaranty Agreement dated December 23, 2008 with respect to the Note Purchase Agreements (see Exhibit 10.155 above) by Tiffany and Company, Tiffany & Co. International and Tiffany & Co. Japan Inc. in favor of each of the note purchasers. |
| 10.157 | Form of Note Purchase Agreement dated as of February 12, 2009 by and between Registrant and certain subsidiaries of Berkshire Hathaway Inc. with respect to Registrant's \$125 million principal amount 10% Series A-2009 Senior Notes due February 13, 2017 and \$125 million principal amount 10% Series B-2009 Senior Notes due February 13, 2019. |
| 10.158 | Guaranty Agreement dated February 12, 2009 with respect to the Note Purchase Agreements (see Exhibit 10.157 above) by Tiffany and Company, Tiffany & Co. International and Tiffany & Co. Japan Inc. in favor of each of the note purchasers. |

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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.

TIFFANY & CO.

Dated: February 13, 2009

By: /s/ Patrick B. Dorsey

Name: Patrick B. Dorsey
Title: Senior Vice President
General Counsel and Secretary

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EXHIBIT INDEX

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International and Tiffany & Co. Japan Inc.
in favor of each of the note purchasers.