

UNITED TECHNOLOGIES CORP /DE/
Form 8-K
November 13, 2017

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 13, 2017

UNITED TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

1-812
(Commission

06-0570975
(I.R.S. Employer

of incorporation)

File Number)

Identification No.)

10 Farm Springs Road Farmington, Connecticut 06132

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code

(860) 728-7000

N/A

(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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On November 13, 2017, United Technologies Corporation (the Company) issued 750,000,000 aggregate principal amount of Floating Rate Notes due 2019 (the Notes).

The Notes were registered under the Securities Act of 1933, as amended (the Act), pursuant to the Company's Registration Statement on Form S-3ASR (File No. 333-211035) (the Registration Statement) filed on April 29, 2016. On November 7, 2017, the Company filed with the SEC a Prospectus Supplement dated November 6, 2017 (the Prospectus Supplement) containing the final terms of the Notes pursuant to Rule 424(b)(2) of the Act.

In connection with the offer and sale of the Notes, the Company entered into an Underwriting Agreement, dated November 6, 2017 (the Underwriting Agreement), and a Pricing Agreement, dated November 6, 2017 (the Pricing Agreement), each among the Company and the several underwriters named on the signature pages thereto. A form of the Underwriting Agreement is included as Exhibit 1 to the Registration Statement. The Notes were issued under the Amended and Restated Indenture, dated as of May 1, 2001 (the Indenture), between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee. The Indenture and a form of the Notes are included as Exhibits 4(a) and 4(b) to the Registration Statement.

The Company expects to use the net proceeds received from the issuance of the Notes to fund the repayment of commercial paper and for general corporate purposes.

For the relevant terms and conditions of the Underwriting Agreement, Pricing Agreement and the Notes, please refer to the Prospectus Supplement.

This report is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Wachtell, Lipton, Rosen & Katz, dated November 13, 2017, with respect to the Notes
- 5.2 Consent of Wachtell, Lipton, Rosen & Katz, dated November 13, 2017 (included in Exhibit 5.1), with respect to the Notes

EXHIBIT INDEX

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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.

**UNITED TECHNOLOGIES CORPORATION
(Registrant)**

Date: November 13, 2017

By: /s/ Ariel David
Ariel David
Vice President, Associate General Counsel &
Assistant Secretary