

TEXTRON INC

FORM 8-K (Current report filing)

Filed 10/13/11 for the Period Ending 10/13/11

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**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): **October 13, 2011**

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, including zip code)

(401) 421-2800
(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 8.01. OTHER EVENTS

On October 13, 2011, Textron Inc. (the “Company”) issued a press release announcing the expiration and final results of the Company’s previously announced tender offer (the “Offer”) to purchase for cash any and all of its outstanding 4.50% Convertible Senior Notes due 2013 (“Notes”).

The Offer expired at 12:00 midnight, New York City time, at the end of the day on October 12, 2011.

As of the expiration of the Offer, \$224,702,000 in aggregate principal amount of Notes, representing approximately 37.5% of the aggregate outstanding principal amount of Notes, were validly tendered and not properly withdrawn. The Company has accepted for purchase all Notes that were validly tendered and not properly withdrawn.

The final purchase price per \$1,000 principal amount of Notes is \$1,524.03. The Company expects to settle the Offer on October 13, 2011 and to pay an aggregate of approximately \$347.9 million to purchase all of the Notes that were validly tendered and not properly withdrawn. Immediately following the settlement of the Offer, approximately \$375.3 million principal amount of Notes will remain outstanding.

A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits:

99.1 Press release dated October 13, 2011.

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

Name: Mary F. Lovejoy

Title: Vice President and Treasurer

Date: October 13, 2011

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release dated October 13, 2011.



Corporate Communications
Department

NEWS Release

Investor Contacts:

Doug Wilburne, Textron – 401-457-2288

Becky Rosenbaum – 401-457-2288

**FOR IMMEDIATE
RELEASE**

Media Contacts:

David Sylvestre, Textron – 401-457-2362

Textron Announces Expiration and Final Results of Cash Tender Offer for its 4.50% Convertible Senior Notes - due 2013

Providence, Rhode Island — October 13, 2011 — Textron Inc. (NYSE: TXT) today announced the expiration and final results of the company's previously announced tender offer (the "Offer") to purchase for cash any and all of its outstanding 4.50% Convertible Senior Notes due 2013 (CUSIP No. 883203BN0) (the "Notes"). The Offer expired at 12:00 midnight, New York City time, at the end of the day on Wednesday, October 12, 2011.

As of the expiration of the Offer, \$224,702,000 in aggregate principal amount of Notes, representing approximately 37.5% of the aggregate outstanding principal amount of Notes, were validly tendered and not properly withdrawn. The company has accepted for purchase all Notes that were validly tendered and not properly withdrawn.

As previously announced by the company, the final purchase price per \$1,000 principal amount of Notes is \$1,524.03. The company expects to settle the Offer today and to pay an aggregate of approximately \$347.9 million (including accrued but unpaid interest to the settlement date and dealer manager fees) to purchase all of the Notes that were validly tendered and not properly withdrawn. Immediately following the settlement of the Offer, approximately \$375.3 million principal amount of Notes will remain outstanding.

Goldman Sachs & Co. and J.P. Morgan Securities LLC acted as the lead dealer managers for the Offer and Morgan Stanley & Co. LLC acted as co-dealer manager. Global Bondholder Services Corporation acted as the depository for the Offer and as the information agent for the Offer.

This press release shall not constitute an offer to purchase, a solicitation of an offer to purchase, or a solicitation of an offer to sell securities.

About Textron Inc.

Textron Inc. is a multi-industry company that leverages its global network of aircraft, defense, industrial and finance businesses to provide customers with innovative solutions and services. Textron is known around the world for its powerful brands such as Bell Helicopter, Cessna Aircraft Company, Jacobsen, Kautex, Lycoming, E-Z-GO, Greenlee, and Textron Systems. More information is available at www.textron.com.

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