

ECOLAB INC.
Form 8-K
April 26, 2019

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) April 25, 2019

ECOLAB INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-9328 | 41-0231510 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 1 Ecolab Place, Saint Paul, Minnesota | 55102 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code 1-800-232-6522

(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))

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 2.02 Results of Operations and Financial Condition.

Ecolab Inc. (“Ecolab” or the “Company”) is providing as an exhibit to this Current Report on Form 8-K a table (Exhibit 99.1) with unaudited selected consolidated income statement information for each of the four quarters of 2018, and full year 2018 which includes immaterial revisions to sales, cost of sales and selling, general and administrative expenses previously reported in the Company’s quarterly reports on Form 10-Q for each of the first three quarters of 2018. The revisions had no impact on previously reported total net sales or operating income.

In addition, the Company is presenting a table (Exhibit 99.2) with supplemental unaudited reportable segment net sales and operating income information for the years ended December 31, 2018 and December 31, 2017 reflecting international operations at the fixed currency exchange rates established by Company management at the beginning of 2019. The table also reflects other immaterial changes, including the movement of certain customers and cost allocations between reportable segments.

The Company is also providing a table (Exhibit 99.3) with supplemental unaudited reportable segment net sales and operating income information for each of the four quarters of 2018 and for the twelve months ended December 31, 2018, reflecting the changes noted above. Ecolab also will publish the attached exhibits on its website located at www.ecolab.com.

The financial information in the tables represents a supplemental presentation of certain of Ecolab’s 2018 and 2017 reportable segment information as explained in this Current Report on Form 8-K and the tables and is not intended to replace the presentation of such information in Ecolab’s Quarterly Reports on Form 10-Q filed with respect to the first, second and third quarters of 2018 and Ecolab’s Annual Reports on Form 10-K filed with respect to the fiscal years ended December 31, 2018 and December 31, 2017.

The information in this Current Report on Form 8-K, including the exhibits attached hereto, is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section and shall not be deemed incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description | Method of Filing |
|-------------|--|--------------------------------|
| (99.1) | <u>Supplemental Unaudited Selected Consolidated Income Statement Information of Ecolab Inc. for each of the quarterly periods ended March 31, June 30, September 30 and December 31, 2018 and for the twelve months ended December 31, 2018.</u> | Filed herewith electronically. |
| (99.2) | <u>Supplemental Unaudited Reportable Segment Net Sales and Operating Income Information of Ecolab Inc. for the years ended December 31, 2018 and December 31, 2017.</u> | Filed herewith electronically. |
| (99.3) | <u>Supplemental Unaudited Reportable Segment Net Sales and Operating Income Information of Ecolab Inc. for each of the quarterly periods ended March 31, June 30, September 30, and December 31, 2018.</u> | Filed herewith electronically. |

SIGNATURE

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.

ECOLAB INC.

Date: April 25, 2019 By: /s/David F. Duvick
David F. Duvick
Assistant Secretary