

TENNECO INC  
Form 8-K  
January 10, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): January 10, 2011 (January 6, 2011)  
TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

1-12387  
(Commission File Number)

76-0515284  
(IRS Employer  
Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST,  
ILLINOIS

60045

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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.**

Tenneco Inc. completed its cash tender offer for and redemption of its outstanding \$500 million 8 5/8 percent senior subordinated notes due 2014 (the 2014 Notes ). The tender offer expired at 8:00 a.m., New York City time, on January 6, 2011. Including notes purchased in connection with the early settlement of the related consent solicitation in December 2010, Tenneco purchased a total of approximately \$480 million in aggregate principal amount of 2014 Notes in the tender offer. On January 7, 2011, Tenneco redeemed the remaining approximately \$20 million in aggregate principal amount of 2014 Notes that were not purchased in the tender offer.

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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.

**TENNECO INC.**

Date: January 10, 2011

By: /s/ James D. Harrington  
James D. Harrington  
Senior Vice President, General Counsel  
and Corporate Secretary