

JOHNSON CONTROLS INC  
Form 8-K  
February 07, 2011

**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 4, 2011  
JOHNSON CONTROLS, INC.  
(Exact name of registrant as specified in its charter)**

Wisconsin

1-5097

39-0380010

(State or other jurisdiction of  
incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

5757 North Green Bay Avenue  
Milwaukee, WI

53209

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: (414) 524-1200

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:

- 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 February 1, 2011, Johnson Controls, Inc. (the Company), entered into an Underwriting Agreement (the Underwriting Agreement) with the underwriters named therein (collectively, the Underwriters), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, \$1.6 billion in floating and fixed rate notes consisting of the following four series: \$350 million aggregate principal amount of the Company's Floating Rate Notes due 2014 (the Floating Rate Notes), \$450 million aggregate principal amount of the Company's 1.75% Senior Notes due 2014 (the 2014 Fixed Rate Notes), \$500 million aggregate principal amount of the Company's 4.25% Senior Notes due 2021 (the 2021 Fixed Rate Notes) and \$300 million aggregate principal amount of the Company's 5.70% Senior Notes due 2041 (the 2041 Fixed Rate Notes and collectively with the Floating Rate Notes, 2014 Fixed Rate Notes and 2021 Fixed Rate Notes, the Notes), in a public offering (the Offering). The Company filed a Current Report on Form 8-K dated February 1, 2011 with respect to its execution of the Underwriting Agreement and the Offering.

On February 4, 2011, the Company completed the Offering. The Notes were issued under an Indenture (the Indenture), dated as of January 17, 2006, between the Company and U.S. Bank National Association as successor Trustee (the Trustee), and pursuant to an Officers' Certificate, dated February 4, 2011 (the Certificate). The Certificate provides, among other things, that the Floating Rate Notes bear interest at three-month LIBOR plus 0.41% with interest payable quarterly on February 4, May 4, August 4 and November 4, beginning on May 4, 2011. The Certificate also provides that the 2014 Fixed Rate Notes bear interest at a rate of 1.75% per year, the 2021 Fixed Rate Notes bear interest at a rate of 4.25% per year and the 2041 Fixed Rate Notes bear interest at a rate of 5.70% per year, with interest payable on March 1 and September 1 of each year, beginning on September 1, 2011. Additionally, the Certificate also provides that the Floating Rate Notes mature on February 4, 2014, the 2014 Fixed Rate Notes mature on March 1, 2014, the 2021 Fixed Rate Notes mature on March 1, 2021 and the 2041 Fixed Rate Notes mature on March 1, 2041. The description of the Officers' Certificate set forth above is qualified by reference to the Officers' Certificate filed as Exhibit 4.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits. The following exhibits are being filed herewith:

(4.1) Officers' Certificate, dated February 4, 2011, establishing the Floating Rate Notes due 2014, 1.75% Senior Notes due 2014, 4.25% Senior Notes due 2021 and 5.70% Senior Notes due 2041.

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.

JOHNSON CONTROLS, INC.

By: /s/ Frank A. Voltolina  
Frank A. Voltolina  
Vice President and Corporate Treasurer

Date: February 7, 2011

EXHIBIT INDEX

Exhibit No. Description

(4.1) Officers Certificate, dated February 4, 2011, establishing the Floating Rate Notes due 2014, 1.75% Senior Notes due 2014, 4.25% Senior Notes due 2021 and 5.70% Senior Notes due 2041.

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