

AMPHENOL CORP /DE/  
Form 8-K  
January 10, 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) **January 9, 2019**

**AMPHENOL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-10879**  
(Commission File Number)

**22-2785165**  
(IRS Employer  
Identification No.)

**358 Hall Avenue, Wallingford, Connecticut**  
(Address of principal executive offices)

**06492**  
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o 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.

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**Item 1.01 Entry into a Material Definitive Agreement**

On January 9, 2019, Amphenol Corporation (the Company) issued and sold \$500,000,000 aggregate principal amount of its 4.350% Senior Notes due 2029 (the Notes) pursuant to the Company's Registration Statement on Form S-3 (No. 333-216789), including the related Prospectus dated March 17, 2017, as supplemented by the Prospectus Supplement dated January 7, 2019. The Notes were sold in an underwritten public offering pursuant to an underwriting agreement, dated January 7, 2019, by and between the Company and Barclays Capital Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several Underwriters named in Schedule A thereto.

The Notes were sold to the public at a price of 99.904% of the principal amount and the Company received net proceeds of approximately \$495.0 million from the offering after deducting the underwriting discounts and estimated offering expenses. The Company intends to use the net proceeds of this offering to repay certain of its outstanding debt.

The Notes were issued pursuant to an indenture dated as of November 5, 2009 (the Indenture) between the Company and The Bank of New York Mellon, as trustee (the Trustee), and certain of the terms of the Notes were established pursuant to an Officers' Certificate dated January 9, 2019 (the Officers' Certificate) in accordance with the Indenture. The Indenture and Officers' Certificate contain certain covenants and events of default and other customary provisions.

The Notes bear interest at a rate of 4.350% per year. Interest on the Notes is payable semi-annually on June 1 and December 1 of each year, beginning on June 1, 2019. The Company will make each interest payment to the holders of record on the immediately preceding May 15 and November 15. The Notes will mature on June 1, 2029. Prior to March 1, 2029 (three months prior to the maturity date of the Notes), the Company may redeem, at its option, some or all of the Notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption, plus a make-whole premium. On or after March 1, 2029 (three months prior to the maturity date of the Notes), the Company may redeem, at its option, the Notes in whole or in part, at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the date of redemption. The Notes are unsecured, unsubordinated and rank equally in right of payment with all of the Company's other unsecured unsubordinated senior indebtedness and senior obligations.

The above descriptions of the Indenture, the Officers' Certificate and the Notes are qualified in their entirety by reference to the Indenture, the Officers' Certificate, the Notes, which are filed as Exhibits 4.1, 4.2 and 4.3, respectively, to this Current Report on Form 8-K, and are incorporated by reference herein.

The exhibits to this Current Report on Form 8-K are hereby incorporated by reference in the Registration Statement (No. 333-216789).

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

The foregoing terms and conditions of the Indenture, the Officers' Certificate and the Notes described in Item 1.01 of this Current Report on Form 8-K are incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

- Exhibit 4.1 Indenture, dated as of November 5, 2009, between Amphenol Corporation and The Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the Form 8-K filed on November 5, 2009)
- Exhibit 4.2 Officers Certificate, dated January 9, 2019, establishing the Notes pursuant to the Indenture
- Exhibit 4.3 Form of Global Note
- Exhibit 5.1 Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes issued by Amphenol Corporation
- Exhibit 23.1 Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)
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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
4.1	<u>Indenture, dated as of November 5, 2009, between Amphenol Corporation and The Bank of New York Mellon, as trustee (filed as Exhibit 4.1 to the Form 8-K filed on November 5, 2009)</u>
4.2	<u>Officers Certificate, dated January 9, 2019, establishing the Notes pursuant to the Indenture</u>
4.3	<u>Form of Global Note</u>
5.1	<u>Opinion of Pillsbury Winthrop Shaw Pittman LLP regarding the legality of the Notes issued by the Company</u>
23.1	<u>Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1)</u>

**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.

AMPHENOL CORPORATION

By:

/s/ Craig A. Lampo

Craig A. Lampo

Senior Vice President and Chief Financial Officer

Date: January 9, 2019