

PROCTER & GAMBLE Co  
Form 8-K  
August 13, 2013

**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) August 13, 2013**

**THE PROCTER & GAMBLE COMPANY**

(Exact name of registrant as specified in its charter)

**Ohio**  
(State or other jurisdiction

of incorporation)

**1-434**  
(Commission

File Number)

**31-0411980**  
(IRS Employer

Identification Number)

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**One Procter & Gamble Plaza, Cincinnati, Ohio**  
(Address of principal executive offices)

**45202**  
Zip Code

**(513) 983-1100**

**(Registrant's telephone number, including area code)**

- .. 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))

**Item 8.01 Other Events.**

On August 13, 2013, The Procter & Gamble Company (the Company) closed an underwritten public offering of \$1,000,000,000 aggregate principal amount of 3.100% Notes due 2023 under the Company's Registration Statement on Form S-3 (Registration No. 333-177762). Legal opinions related to these notes are attached hereto as Exhibits (5)(a) and (5)(c) and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibits are being filed with this Current Report on Form 8-K.

<b>Exhibit Number</b>	<b>Description</b>
(5)(a)	Opinion of Susan S. Whaley, Esq., Associate General Counsel and Assistant Secretary of the Company.
(5)(c)	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(a).
(23)(a)	Consent of Susan S. Whaley, Esq., which is contained in her opinion filed as Exhibit (5)(a).
(23)(c)	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(c).

**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.

**THE PROCTER & GAMBLE COMPANY**

BY: /s/ Sharon E. Abrams

Sharon E. Abrams

Vice President and General Counsel

North America and Global Corporate

Services

August 13, 2013

**EXHIBIT INDEX**

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