

Edgar Filing: JOHNSON CONTROLS INC - Form 425

JOHNSON CONTROLS INC  
Form 425  
July 15, 2016

Filed by Johnson Controls, Inc.  
pursuant to Rule 425 under the Securities Act of 1933  
and deemed filed pursuant to Rule 14a-6  
under the Securities Exchange Act of 1934  
Subject Company: Johnson Controls, Inc.  
Commission File No.: 1-5097

*The following document was made available to Johnson Controls, Inc. employees.*

**Tyco/JCI Merger FAQs Compensation 7.15.2016**

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**I currently hold Johnson Controls, Inc. stock options\* or stock appreciation rights (SARs)\*\*. What impact will the Tyco merger have on my stock options or SARs?**

Unexercised Johnson Controls, Inc. stock options or SARs (whether vested or unvested) will be converted into stock options or SARs in respect of ordinary shares of Johnson Controls International plc, but will otherwise retain the same terms and conditions as applied to the original award. The conversion of stock options or SARs described in the immediately preceding sentence will not be a taxable event.

Below is an illustration of the conversion of the stock option or SAR awards in the merger. As outlined below, other than the stock covered by the award, the terms and conditions of the award will remain the same immediately following the merger.

	Immediately Prior to Tyco Merger	Immediately Following Tyco Merger
# of Options/SARs	100	100
Stock covered by Option/SAR	Johnson Controls, Inc.	Johnson Controls International plc
Grant date	October 7, 2011	October 7, 2011
Strike price on grant date	\$30.00	\$30.00
Vesting schedule	<ul style="list-style-type: none"><li>50% after two years (on October 7, 2013)</li></ul>	<ul style="list-style-type: none"><li>50% after two years (on October 7, 2013)</li></ul>

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	<ul style="list-style-type: none"><li>• 50% after three years (on October 7, 2014)</li><li>• All 100 JCI stock options / SARs are fully vested and exercisable based on the vesting schedule.</li></ul>	<ul style="list-style-type: none"><li>• 50% after three years (on October 7, 2014)</li><li>• All 100 JCI stock options / SARs are fully vested and exercisable based on the vesting schedule.</li></ul>
Exercise period	10 years	10 years

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*\*awarded only in US, Canada, Australia, Denmark and Ireland*

*\*\* awarded in rest of world*

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**I currently hold Johnson Controls, Inc. restricted stock units (RSUs). What impact will the Tyco merger have on my RSUs?**

Unvested Johnson Controls, Inc. RSUs will be converted into RSUs in respect of ordinary shares of Johnson Controls International plc, but will otherwise retain the same terms and conditions as applied to the original RSU award. The conversion of RSUs described in the immediately preceding sentence will not be a taxable event.

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Below is an illustration of the conversion of the RSU awards in the merger. As outlined below, other than the stock covered by the award, the terms and conditions of the award will remain the same immediately following the merger.

	Immediately Prior to Tyco Merger	Immediately Following Tyco Merger
# of Units	100	100
Stock covered by Option/SAR	Johnson Controls, Inc.	Johnson Controls International plc
Grant date	November 19, 2013	November 19, 2013
Vesting schedule	100% after three years (on November 19, 2016)	100% after three years (on November 19, 2016)
Value of RSUs	Restricted stock unit awards will be settled in shares* or cash** following the vesting date (with awards settled in cash valued based on the Johnson Controls, Inc. stock price on the date of vesting)	Restricted stock unit awards will be settled in shares* or cash** following the vesting date (with awards settled in cash valued based on the Johnson Controls International plc stock price on the date of vesting)

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\*awarded only in US, Canada, Australia, Denmark and Ireland

\*\* awarded in rest of world

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### NO OFFER OR SOLICITATION

This communication is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law.

### ADDITIONAL INFORMATION AND WHERE TO FIND IT

In connection with the proposed transaction between Johnson Controls, Inc. ( Johnson Controls ) and Tyco International plc ( Tyco ), Tyco has filed with the U.S. Securities and Exchange Commission (the SEC ) a registration statement on Form S-4 that includes a definitive joint proxy statement of Johnson Controls and Tyco that also constitutes a prospectus of Tyco (the Joint Proxy Statement/Prospectus ). Johnson Controls and Tyco have mailed to their respective shareholders the definitive Joint Proxy Statement/Prospectus in connection with the transaction.

INVESTORS AND SECURITY HOLDERS OF

JOHNSON CONTROLS AND TYCO ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC CAREFULLY BECAUSE THEY CONTAIN IMPORTANT INFORMATION ABOUT JOHNSON CONTROLS, TYCO, THE TRANSACTION AND RELATED MATTERS. Investors and security holders are able to obtain free copies of the Joint Proxy Statement/Prospectus and other documents filed with the SEC by Johnson Controls and Tyco through the website maintained by the SEC at [www.sec.gov](http://www.sec.gov). In addition, investors and security holders are able to obtain free copies of the documents filed with the SEC by Johnson Controls by contacting Johnson Controls Shareholder Services at [Shareholder.Services@jci.com](mailto:Shareholder.Services@jci.com) or by calling (800) 524-6220 and are able to obtain free copies of the documents filed with the SEC by Tyco by contacting Tyco Investor Relations at [Investorrelations@Tyco.com](mailto:Investorrelations@Tyco.com) or by calling (609) 720-4333.

## **PARTICIPANTS IN THE SOLICITATION**

Johnson Controls, Tyco and certain of their respective directors, executive officers and employees may be considered participants in the solicitation of proxies in connection with the proposed transaction. Information regarding the persons who may, under the rules of the SEC, be deemed participants in the solicitation of the respective shareholders of Johnson Controls and Tyco in connection with the proposed transactions, including a description of their direct or indirect interests, by security holdings or otherwise, is set forth in the Joint Proxy Statement/Prospectus. Information regarding Johnson Controls' directors and executive officers is contained in Johnson Controls' proxy statement for its 2016 annual meeting of shareholders, which was filed with the SEC on December 14, 2015. Information regarding Tyco's directors and executive officers is contained in Tyco's proxy statement for its 2016 annual meeting of shareholders, which was filed with the SEC on January 15, 2016.

## **Johnson Controls Cautionary Statement Regarding Forward-Looking Statements**

There may be statements in this communication that are, or could be, forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and, therefore, subject to risks and uncertainties, including, but not limited to, statements regarding Johnson Controls or the combined company's future financial position, sales, costs, earnings, cash flows, other measures of results of operations, capital expenditures or debt levels are forward-looking statements. Words such as may, will, expect, intend, estimate, anticipate, believe, forecast, project or plan or terms of similar meaning are also generally intended to identify forward-looking statements. Johnson Controls cautions that these statements are subject to numerous important risks, uncertainties, assumptions and other factors, some of which are beyond Johnson Controls' control, that could cause Johnson Controls or the combined company's actual results to differ materially from those expressed or implied by such forward-looking statements, including, among others, risks related to: Johnson Controls' and/or Tyco's ability to obtain necessary regulatory approvals and shareholder approvals or to satisfy any of the other conditions to the transaction on a timely basis or at all, any delay or inability of the combined company to realize the expected benefits and synergies of the transaction, changes in tax laws, regulations, rates, policies or interpretations, the loss of key senior management, anticipated tax treatment of the combined company, the value of the Tyco shares to be issued in the transaction, significant transaction costs and/or unknown liabilities, potential litigation relating to the proposed transaction, the risk that disruptions from the proposed transaction will harm Johnson Controls

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business, competitive responses to the proposed transaction and general economic and business conditions that affect the combined company following the transaction. A detailed discussion of risks related to Johnson Controls' business is included in the section entitled "Risk Factors" in Johnson Controls' Annual Report on Form 10-K for the fiscal year ended September 30, 2015 filed with the SEC on November 18, 2015 and Johnson Controls' Quarterly Reports on Form 10-Q filed with the SEC after such date, which are available at [www.sec.gov](http://www.sec.gov) and [www.johnsoncontrols.com](http://www.johnsoncontrols.com) under the "Investors" tab. Any forward-looking statements in this communication are only made as of the date of this communication, unless otherwise specified, and, except as required by law, Johnson Controls assumes no obligation, and disclaims any obligation, to update such statements to reflect events or circumstances occurring after the date of this communication.

#### **Statement Required by the Irish Takeover Rules**

The directors of Johnson Controls accept responsibility for the information contained in this communication. To the best of the knowledge and belief of the directors of Johnson Controls (who have taken all reasonable care to ensure that such is the case), the information contained in this communication is in accordance with the facts and does not omit anything likely to affect the import of such information.

Centerview Partners LLC is a broker dealer registered with the United States Securities and Exchange Commission and is acting as financial advisor to Johnson Controls and no one else in connection with the proposed transaction. In connection with the proposed transaction, Centerview Partners LLC, its affiliates and related entities and its and their respective partners, directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Johnson Controls for providing the protections afforded to their clients or for giving advice in connection with the proposed transaction or any other matter referred to in this announcement.

Barclays Capital Inc. is a broker dealer registered with the United States Securities and Exchange Commission and is acting as financial advisor to Johnson Controls and no one else in connection with the proposed transaction. In connection with the proposed transaction, Barclays Capital Inc., its affiliates and related entities and its and their respective partners, directors, officers, employees and agents will not regard any other person as their client, nor will they be responsible to anyone other than Johnson Controls for providing the protections afforded to their clients or for giving advice in connection with the proposed transaction or any other matter referred to in this announcement.

NOT FOR RELEASE, PUBLICATION OR DISTRIBUTION, IN WHOLE OR IN PART, IN, INTO OR FROM ANY JURISDICTION WHERE TO DO SO WOULD CONSTITUTE A VIOLATION OF THE RELEVANT LAWS OR REGULATIONS OF SUCH JURISDICTION.

This communication is not intended to be and is not a prospectus for the purposes of Part 23 of the Companies Act 2014 of Ireland (the "2014 Act"), Prospectus (Directive 2003/71/EC) Regulations 2005 (S.I. No. 324 of 2005) of Ireland (as amended from time to time) or the Prospectus Rules issued by the Central Bank of Ireland pursuant to section 1363 of the 2014 Act, and the Central Bank of Ireland ( "CBI" ) has not approved this communication.