

GRAINGER W W INC  
Form 8-K  
June 11, 2015

**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): **June 11, 2015**

**W.W. GRAINGER, INC.**

(Exact name of Registrant as Specified in Charter)

**Illinois**  
(State or other Jurisdiction  
of incorporation)

**1-5684**  
(Commission File Number)

**36-1150280**  
(IRS Employer Identification No.)

**100 Grainger Parkway, Lake Forest, Illinois**  
(Address of Principal Executive Offices)

**60045-5201**  
(Zip Code)

Registrant's telephone number, including area code: **(847) 535-1000**

**Not Applicable**

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(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:

- 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))
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**Item 8.01 Other Events.**

On June 11, 2015, W.W. Grainger, Inc. (the Company ) issued \$1,000,000,000 of its 4.60% Senior Notes due 2045 (the Notes ) upon completion of a public offering . The Notes were issued pursuant to an indenture, dated as of June 11, 2015, as supplemented by a first supplemental indenture, dated as of June 11, 2015, between the Company and U.S. Bank National Association, as trustee.

The Notes are senior unsecured obligations of the Company and will mature on June 15, 2045. Interest on the Notes is payable semi-annually on June 15 and December 15, beginning on December 15, 2015.

Prior to December 15, 2044, the Company may redeem the Notes in whole at any time or in part from time to time at a make-whole redemption price calculated by reference to the then current yield on a US treasury security with a maturity comparable to the remaining term of the Notes plus 25 basis points, together with accrued and unpaid interest, if any, to the redemption date. On or after December 15, 2044, the company may redeem the Notes in whole at any time or in part from time to time at 100% of their principal amount, together with accrued and unpaid interest, if any, to the redemption date. Additionally, if the Company experiences specific kinds of changes of control, it will be required to make an offer to purchase the Notes at 101% of their principal amount plus accrued and unpaid interest, if any, to the date of purchase.

Exhibits are filed herewith in connection with the Registration Statement on Form S-3 (Registration No. 333-203444), filed with the Securities and Exchange Commission on April 16, 2015, relating to the Notes offered pursuant to the Prospectus Supplement, dated June 4, 2015.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of June 4, 2015, among W.W. Grainger, Inc. and Morgan Stanley & Co. LLC and J.P. Morgan Securities LLC, as representatives of the underwriters named therein.
4.1	Indenture, dated as of June 11, 2015, between W.W. Grainger, Inc. and U.S. Bank National Association, as trustee.
4.2	First Supplemental Indenture, dated as of June 11, 2015, between W.W. Grainger, Inc., and U.S. Bank National Association, as trustee.
4.3	Form of 4.60% Senior Notes due 2045 (included in Exhibit 4.2).
5.1	Opinion of Mayer Brown LLP, counsel for W.W. Grainger, Inc., as to the validity of the Notes.
23.1	Consent of Mayer Brown LLP (included in Exhibit 5.1).



**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 11, 2015

**W.W. GRAINGER, INC.**

By: */s/ Ronald L. Jadin*  
Ronald L. Jadin  
Senior Vice President and Chief Financial Officer