

PROCTER & GAMBLE Co  
Form 8-K  
August 14, 2012

**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 14, 2012

**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)

**(513) 983-1100**

**45202**  
Zip Code

(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 14, 2012, The Procter & Gamble Company (the Company) closed an underwritten public offering of \$1,000,000,000 aggregate principal amount of Floating Rate Notes due 2014 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<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| (5)(a)                    | Opinion of Kenneth L. Blackburn, Esq., Senior Counsel 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 Kenneth L. Blackburn, Esq., which is contained in his 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 14, 2012

**EXHIBIT INDEX**

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