

EMERSON ELECTRIC CO
Form 8-K
May 20, 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): May 18, 2015**

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

Missouri
(State or Other Jurisdiction

of Incorporation)

1-278
(Commission

File Number)

43-0259330
(I.R.S. Employer

Identification Number)

8000 West Florissant Avenue

St. Louis, Missouri
(Address of Principal Executive Offices)

63136
(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000

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:

- .. 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.

We are filing this Current Report on Form 8-K solely to add exhibits to the Company's Registration Statement on Form S-3 (File No. 333-200373).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description of Exhibits |
|-------------------|---|
| 1.1 | Form of Underwriting Agreement Standard Provisions dated May 18, 2015 |
| 1.2 | Form of Pricing Agreement (included in Exhibit 1.1) |
| 4.1 | Form of 2.625% Fixed Rate Note due 2021 |
| 4.2 | Form of 3.150% Fixed Rate Note due 2025 |
| 5.1 | Opinion of John G. Shively, Esq. |
| 23.1 | Consent of John G. Shively, Esq. (included in Exhibit 5.1) |

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.

EMERSON ELECTRIC CO.

(Registrant)

Date: May 20, 2015

By: /s/ John G. Shively
John G. Shively
Vice President and Assistant Secretary

EXHIBIT INDEX

| Exhibit Number | Description of Exhibits |
|----------------|---|
| 1.1 | Form of Underwriting Agreement Standard Provisions dated May 18, 2015 |
| 1.2 | Form of Pricing Agreement (included in Exhibit 1.1) |
| 4.1 | Form of 2.625% Fixed Rate Note due 2021 |
| 4.2 | Form of 3.150% Fixed Rate Note due 2025 |
| 5.1 | Opinion of John G. Shively, Esq. |
| 23.1 | Consent of John G. Shively, Esq. (included in Exhibit 5.1) |