

ILLINOIS TOOL WORKS INC
Form 8-A12B
May 30, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

ILLINOIS TOOL WORKS INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

1-4797

(Commission File No.)

36-1258310

(IRS Employer Identification No.)

3600 West Lake Avenue, Glenview, IL 60026-1215

(Address of registrant's principal executive offices, including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
| 1.750% Notes due 2022 | New York Stock Exchange |
| 3.000% Notes due 2034 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A. (d), check the following box. o

Securities Act registration statement file number to which this form relates: 333-183449

Securities to be registered pursuant to Section 12(g) of the Act:

None

(Title of class)

Item 1. Description of Registrant's Securities to be Registered

For a description of the securities to be registered hereunder, reference is made to the information under the headings "Description of Notes" on pages S-13 through S-22 of the Prospectus Supplement dated May 12, 2014 and "Description of Debt Securities" on pages 5 through 12 of the Prospectus dated August 21, 2012, each of which forms part of the registration statement on Form S-3 (Registration Statement No. 333-183449) of Illinois Tool Works Inc., which information is incorporated by reference and made part of this registration statement in its entirety.

Item 2. Exhibits

The securities to be registered hereunder are expected to be listed on the New York Stock Exchange, the exchange on which the common stock, \$0.01 par value per share, of Illinois Tool Works Inc. is currently listed. Pursuant to the Instructions as to Exhibits with respect to Form 8-A, the following exhibits are being filed with the Securities and Exchange Commission in connection with this Registration Statement:

1.1 Indenture between Illinois Tool Works Inc. and The First National Bank of Chicago, as Trustee, dated as of November 1, 1986, filed as Exhibit 4.1 to the Company's Registration Statement on Form S-3 filed on January 15, 1999 (Commission File No. 333-70691) and incorporated herein by reference.

1.2 First Supplemental Indenture between Illinois Tool Works Inc. and Harris Trust and Savings Bank, as Trustee, dated as of May 1, 1990, filed as Exhibit 4.2 to the Company's Registration Statement on Form S-3 filed on January 15, 1999 (Commission File No. 333-70691) and incorporated herein by reference.

1.3 Officers' Certificate, dated May 20, 2014, establishing the terms, and setting forth the forms, of the 1.750% Notes due 2022 and the 3.000% Notes due 2034.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Illinois Tool Works Inc.

Dated: May 29, 2014

By: /s/ Maria C. Green
Name: Maria C. Green
Title: Senior Vice President, General Counsel &
Secretary

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|--|
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