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ASHLAND INC
Form 8-K
June 29, 2005

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 28, 2005

ASHLAND INC.

(Exact name of registrant as specified in its charter)

Kentucky

(State or other jurisdiction of incorporation)

1-2918
(Commission File Number)

61-0122250
(I.R.S. Employer
Identification No.)

50 E. RiverCenter Boulevard, Covington, Kentucky
(Address of principal executive offices)

41012-0391
(Zip Code)

P.O. Box 391, Covington, Kentucky
(Mailing Address)

41012-0391
(Zip Code)

Registrant's telephone number, including area code (859) 815-3333

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 2230.425)
- 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 7.01. Regulation FD Disclosure.

On June 28, 2005, Gary Cappeline, Senior Vice President of Ashland Inc., addressed the 2nd Annual Chemical Industry Conference sponsored by Chemical Heritage Foundation in Philadelphia, PA. In comments relating to Ashland's previously announced agreement to transfer its 38%

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interest in Marathon Ashland Petroleum LLC (MAP) to Marathon Oil Corporation (Marathon), it was disclosed that Ashland currently expects to have about \$1.12 billion in cash after the closing of the transaction and application of the transaction proceeds to repayment of most of the company's outstanding debt and certain other financial obligations. The company notes that this cash number is an estimate only, is subject to change prior to closing, and is subject to post-closing adjustment and audit.

Mr. Cappeline also discussed Ashland's acquisition strategy. The company does not have any amount that is targeted for acquisitions. As previously disclosed, the company intends to focus on organic growth and will selectively pursue acquisitions that complement and strengthen Ashland's core businesses.

Lastly, the restrictions on repurchase of Ashland shares were discussed. As previously disclosed, Ashland has no intention to declare a dividend or distribution (other than consistent with historical dividends) or to complete a share repurchase using proceeds received from the transaction.

SIGNATURES

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 thereunto duly authorized.

ASHLAND INC.

(Registrant)

Date: June 29, 2005

/s/ David L. Hausrath

Name: David L. Hausrath
Title: Senior Vice President,
General Counsel and
Secretary