

ADT Corp  
Form 8-K  
December 18, 2014

**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): December 18, 2014**

**The ADT Corporation**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-35502**  
**(Commission**

**File Number)**  
**1501 Yamato Road**

**45-4517261**  
**(I.R.S. Employer**

**Identification No.)**

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**Boca Raton, Florida 33431**

**(Address of Principal Executive Offices, including Zip Code)**

**(561) 988-3600**

**(Registrant's telephone number, including Area Code)**

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 (*see* General Instruction A.2. below):

- .. 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 December 18, 2014, The ADT Corporation (the "Company") closed the sale of \$300,000,000 aggregate principal amount of its 5.250% senior notes due 2020 (the "Notes") pursuant to an underwriting agreement dated December 4, 2014 (the "Underwriting Agreement") among the Company and J.P. Morgan Securities LLC, as representative for the several underwriters named therein (collectively, the "Underwriters"). The sale of the Notes was registered under the Company's registration statement on Form S-3 filed on November 20, 2013 (File No. 333-192447).

The aggregate public offering price of the Notes was \$300,000,000 and the estimated net proceeds from the offering were approximately \$295.8 million, after deducting underwriting discounts and commissions and other expenses from the public offering price. The Notes were issued pursuant to an indenture dated as of March 19, 2014 (the "Indenture") between the Company and Wells Fargo Bank, National Association, as trustee (the "Trustee"), together with the officer's certificate dated as of December 18, 2014 issued pursuant thereto establishing the terms of the Notes (the "Officer's Certificate").

The foregoing description of the Officer's Certificate is qualified in its entirety by the terms of such agreement, which is filed as Exhibit 4.1 to this form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
4.1	Officer's Certificate of the Company, dated as of December 18, 2014 (including form of Note).
5.1	Opinion of Gibson, Dunn & Crutcher LLP.
23.1	Consent of Gibson, Dunn & Crutcher LLP (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.

Date: December 18, 2014

THE ADT CORPORATION

By: /s/ N. David Bleisch

Name: N. David Bleisch

Title: Senior Vice President, Chief Legal Officer  
and Corporate Secretary

**EXHIBIT INDEX**

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