

TENNECO INC  
Form 8-K  
April 28, 2014  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

Current Report

Pursuant To Section 13 or 15(d) of the  
Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): April 28, 2014 (April 28, 2014)

TENNECO INC.  
(Exact Name of Registrant as Specified in Charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 1-12387                  | 76-0515284                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

|  |            |
|--|------------|
| 500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS | 60045      |
| (Address of Principal Executive Offices)     | (Zip Code) |

Registrant's telephone number, including area code: (847) 482-5000

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))

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**Item 2.02 Results of Operations and Financial Condition**

On April 28, 2014, Tenneco Inc. announced its first quarter 2014 results of operations. Exhibit 99.1 to this Current Report on Form 8-K presents the company's press release, including the company's consolidated statements of income, balance sheets and statements of cash flows for the periods ended March 31, 2013 and 2014, as released by the company on April 28, 2014, and such Exhibit is incorporated herein by reference. Exhibit 99.1 also includes information regarding (a) the company's scheduled conference call to discuss the company's results of operations for the first quarter of 2014 and other matters that may impact the company's outlook and (b) the company's annual meeting of shareholders to be held on Wednesday May 14, 2014.

**Item 9.01 Financial Statements and Exhibits**

Exhibit No.   Description

99.1            Press release issued April 28, 2014

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**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 hereunto duly authorized.

TENNECO INC.

Date: April 28, 2014 By: /s/ Kenneth R. Trammell  
Kenneth R. Trammell  
Executive Vice President  
and Chief Financial Officer