

Motorola Solutions, Inc.  
Form 8-K  
May 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 15, 2012**

**Motorola Solutions, Inc.**

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

**DELAWARE**

**(State or Other Jurisdiction of Incorporation)**

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**1-7221**  
(Commission

**36-1115800**  
(IRS Employer

File Number)

Identification No.)

**1303 East Algonquin Road**

**Schaumburg, Illinois**  
(Address of Principal Executive Offices)

**60196**  
(Zip Code)

**Registrant's telephone number, including area code: (847) 576-5000**

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 (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 May 15, 2012, Motorola Solutions, Inc. (the Company) closed the public underwritten offering (the Offering) of \$750,000,000 aggregate principal amount of the Company's 3.750% Senior Notes due 2022 (the Notes), pursuant to an Underwriting Agreement, dated May 8, 2012, among the Company and Deutsche Bank Securities, Inc., Goldman Sachs & Co. and J.P. Morgan Securities LLC, as representatives of the several underwriters named on Schedule I thereto (collectively, the Underwriters). The Notes were issued pursuant to an Indenture dated as of May 1, 1995 between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A. (as successor trustee to JPMorgan Chase Bank (as successor in interest to Bank One Trust Company))), as trustee, as supplemented by the Company's Officer Certificate, dated May 15, 2012 (the Officer Certificate). The Notes were offered and sold pursuant to a registration statement on Form S-3 (File No. 333-181223) under the Securities Act of 1933, as amended.

The Underwriting Agreement is filed as Exhibit 1.1 and the Officer Certificate is filed as Exhibit 4.1 to this Current Report on Form 8-K and each is incorporated herein by reference. The foregoing description of the Notes and the other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these securities and documents, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| Exhibit 1.1        | Underwriting Agreement, dated May 8, 2012, among Motorola Solutions, Inc. and Deutsche Bank Securities, Inc., Goldman Sachs & Co. and J.P. Morgan Securities LLC, as representatives of the several underwriters named on Schedule I thereto. |
| Exhibit 4.1        | Officer Certificate of Motorola Solutions, Inc., dated as of May 15, 2012.  |
| Exhibit 4.2        | Specimen 3.750% Senior Note due 2022.   |
| Exhibit 5.1        | Opinion of Winston & Strawn LLP.  |
| Exhibit 23.1       | Consent of Winston & Strawn 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.

MOTOROLA SOLUTIONS, INC.  
(Registrant)

By: /s/ Edward J. Fitzpatrick  
Name: Edward J. Fitzpatrick  
Title: Executive Vice President and Chief Financial Officer

Dated: May 15, 2012

**EXHIBIT INDEX**

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