MEDTRONIC INC
Form 8-K
February 27, 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): February 27, 2014

Medtronic, Inc.

(Exact name of Registrant as Specified in its Charter)

Minnesota	**1-7707**	**41-0793183**
(State or other jurisdiction	**(Commission**	**(IRS Employer**
of incorporation)	**File Number)**	**Identification No.)**

710 Medtronic Parkway, Minneapolis, Minnesota 55432

(Address of principal executive offices) (Zip Code)

(763) 514-4000

(Registrant s telephone number, including area code):

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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))

Item 8.01 Other Events.

On February 27, 2014, Medtronic, Inc. (the Company) sold $250,000,000 aggregate principal amount of its Floating Rate Senior Notes due 2017 (the 2017 Floating Rate Notes), $250,000,000 aggregate principal amount of its 0.875% Senior Notes due 2017 (the 2017 Notes), $850,000,000 aggregate principal amount of its 3.625% Senior Notes due 2024 (the 2024 Notes), and $650,000,000 aggregate principal amount of its 4.625% Senior Notes due 2044 (the 2044 Notes, and together with the 2017 Floating Rate Notes, 2017 Notes and 2024 Notes, the Notes), pursuant to an Underwriting Agreement dated February 20, 2014 (the Underwriting Agreement), among the Company, Barclays Capital Inc., Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein. The Company s representations in the Underwriting Agreement were made as of the date thereof in connection with negotiating the contract, are subject to qualifications and limitations agreed to by the parties, may have been used for purposes of allocating risk between the parties rather than for the purpose of establishing matters as facts, and should not be relied upon as though such representations were made to any holders of securities of the Company. Investors should read the information provided in the Registration Statement (as defined below) and in the Company s other filings with the Securities and Exchange Commission.

The Notes were issued pursuant to an Indenture dated March 12, 2009 (the Base Indenture), as amended and supplemented by Article 4 of the Fifth Supplemental Indenture dated March 26, 2013 and the Sixth Supplemental Indenture dated February 27, 2014, (the Supplemental Indenture, and together with Article 4 of the Fifth Supplemental Indenture dated March 26, 2013 and the Base Indenture, the Indenture) between the Company and Wells Fargo Bank, National Association, as trustee. The offer and sale of the Notes have been registered under the Securities Act of 1933, as amended, pursuant to a registration statement on Form S-3ASR (No. 333-179938) filed with the Securities and Exchange Commission on March 6, 2012, as supplemented by a Prospectus Supplement dated February 20, 2014 (collectively, the Registration Statement).

The purpose of this Current Report is to file with the Securities and Exchange Commission the Underwriting Agreement, the Sixth Supplemental Indenture, which includes the form of Global Notes, and the legal opinion and consent of Fredrikson & Byron, P.A., copies of which are attached hereto as Exhibits 1.1, 4.2, and 5.1, respectively. A copy of the press release related to this offering is also furnished as Exhibit 99.1.

The foregoing description of the issuance, sale and terms of the Notes does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement, the Indenture and the Sixth Supplemental Indenture entered into in connection therewith.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement, dated February 20, 2014, among the Company, Barclays Capital Inc., Goldman, Sachs & Co., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.

4.1 Indenture, dated March 12, 2009 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company s registration statement on Form S-3ASR (Reg. No. 333-157777) filed with the Securities and Exchange Commission on March 9, 2009).

4.2 Sixth Supplemental Indenture, dated February 27, 2014 between the Company and Wells Fargo Bank, National Association, as trustee (which includes the form of Global Notes).

5.1 Opinion of Fredrikson & Byron, P.A.

23.1 Consent of Fredrikson & Byron, P.A. (included in Exhibit 5.1).

99.1 Press Release of the Company dated February 21, 2014.

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.

MEDTRONIC, INC.

By /s/ Gary L. Ellis
Gary L. Ellis
Senior Vice President and Chief Financial Officer

Date: February 27, 2014

EXHIBIT INDEX

Medtronic, Inc.

Form 8-K Current Report

Exhibit No.	Description
1.1	Underwriting Agreement, dated February 20, 2014, among the Company, Barclays Capital Inc., Goldman, Sachs & Co., and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein.
4.1	Indenture, dated March 12, 2009 between the Company and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Company s registration statement on Form S-3ASR (Reg. No. 333-157777) filed with the Securities and Exchange Commission on March 9, 2009).
4.2	Sixth Supplemental Indenture, dated February 27, 2014 between the Company and Wells Fargo Bank, National Association, as trustee (which includes the form of Global Notes).
5.1	Opinion of Fredrikson & Byron, P.A.
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99.1	Press Release of the Company dated February 21, 2014.