

OWENS ILLINOIS INC /DE/
Form 8-K
December 12, 2017

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**

December 12, 2017

Date of Report (Date of earliest event reported)

OWENS-ILLINOIS, INC.
OWENS-ILLINOIS GROUP, INC.

(Exact name of registrant as specified in its charter)

**Delaware (Owens-Illinois, Inc.)
Delaware (Owens-Illinois
Group, Inc.)**
(State or other jurisdiction
of incorporation or organization)

**1-9576
33-13061**
(Commission
File Number)

**22-2781933
34-1559348**
(I.R.S. Employer
Identification Number)

**One Michael Owens Way
Perrysburg, Ohio**
(Address of principal executive offices)

43551-2999
(Zip Code)

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(567) 336-5000

(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report)

Check the appropriate box 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On December 12, 2017, OI European Group B.V. (OI Europe), a private company with limited liability incorporated under the laws of the Netherlands and an indirect wholly-owned subsidiary of Owens-Illinois Group, Inc. (OI Group), which is the wholly owned subsidiary of Owens-Illinois, Inc. (OI Inc.), completed a private offering of \$310 million 4.000% Senior Notes due 2023 (the Notes). The Notes were offered and sold to the initial purchasers in reliance on the exemption from registration provided by Section 4(a)(2) of the U.S. Securities Act of 1933, as amended (the Securities Act). The initial purchasers then sold the Notes to qualified institutional buyers in reliance on Rule 144A under the Securities Act and to certain non-U.S. persons in transactions outside of the United States in reliance on Regulation S under the Securities Act. The Notes are governed by an Indenture, dated as of December 12, 2017, by and among OI Europe, the guarantors party thereto, including OI Group, and Deutsche Bank Trust Company Americas, as trustee.

The Notes are fully and unconditionally guaranteed, jointly and severally, on a senior basis by OI Group and by certain U.S. domestic subsidiaries of OI Group, so long as they remain guarantors of OI Group s amended and restated secured credit agreement.

The description in this Current Report of the Notes and the Indenture is not intended to be a complete description of those documents and is qualified in its entirety by the full text of the Indenture, including the form of Notes contained therein, which is attached as an exhibit to and incorporated by reference in this Current Report.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth in Item 1.01 of this report is incorporated in this Item 2.03 by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 4.1 | <u>Indenture, dated as of December 12, 2017, by and among OI European Group B.V., the guarantors party thereto, and Deutsche Bank Trust Company Americas, as trustee.</u> |

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.

OWENS-ILLINOIS, INC.

Date: December 12, 2017

| | |
|--------|---|
| By: | /s/ Jan A. Bertsch |
| Name: | Jan A. Bertsch |
| Title: | Senior Vice President and Chief Financial Officer |

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.

OWENS-ILLINOIS GROUP, INC.

Date: December 12, 2017

By: /s/ Jan A. Bertsch
Name: Jan A. Bertsch
Title: President and Chief Financial Officer