

WHIRLPOOL CORP /DE/  
Form 8-K  
June 01, 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 29, 2012**

**WHIRLPOOL CORPORATION**

**(Exact name of registrant as Specified in Charter)**

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

**1-3932**  
**(Commission**  
  
**File Number)**

**38-1490038**  
**(IRS Employer**  
  
**Identification No.)**

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**2000 M-63 North, Benton Harbor,**

**Michigan**  
**(Address of Principal Executive Offices)**  
**(269) 923-5000**

**49022-2692**  
**(Zip Code)**

**(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:

- .. 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 1.01 Entry into a Material Contract**

On May 29, 2012, Whirlpool Corporation (the Company) priced an offering of \$300,000,000 aggregate principal amount of 4.700% Notes due 2022 (the Notes). In connection with the offering, the Company entered into a Selling Agency Agreement and Terms Agreement with J.P. Morgan Securities LLC and RBS Securities Inc., as representatives of the several underwriters listed therein (collectively, the Underwriters), pursuant to which the Company agreed to sell and the Underwriters agreed severally to purchase, subject to and upon terms and conditions set forth therein, the Notes. The offering of the Notes closed on June 1, 2012.

The Notes were issued under an indenture dated as of March 20, 2000, between the Company and U.S. Bank National Association (successor to Citibank, N.A.), as trustee, as supplemented by an officers' certificate establishing the terms and providing for the issuance of the Notes.

The Notes are registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (File No. 333-181339) filed with the Securities and Exchange Commission (the Commission) on May 11, 2012. On May 30, 2012, the Company filed a pricing supplement with the Commission relating to the Notes.

**Item 2.03. Creation of a Direct Financial Obligation of a Registrant.**

The information set forth under Item 1.01 is incorporated herein by reference.

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Document</b>
1.1	Selling Agency Agreement, dated May 29, 2012, by and among Whirlpool Corporation and J.P. Morgan Securities LLC and RBS Securities Inc., as representatives of the several underwriters listed therein.
1.2	Terms Agreement, dated May 29, 2012, by and among Whirlpool Corporation and J.P. Morgan Securities LLC and RBS Securities Inc., as representatives of the several underwriters listed therein.
4.1	Certificate of Designated Officers of Whirlpool Corporation, dated June 1, 2012.
12.1	Calculation of Ratio of Earnings to Fixed Charges.

*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.

WHIRLPOOL CORPORATION

June 1, 2012

By:

/s/ LARRY M. VENTURELLI

Name: Larry M. Venturelli

Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

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