

JOHNSON CONTROLS INC

Form SC TO-I/A

September 11, 2009

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Amendment No. 2

to

SCHEDULE TO

(Rule 14d-100)

Tender Offer Statement under Section 14(d)(1) or 13(e)(1)

of the Securities Exchange Act of 1934

Johnson Controls, Inc.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

6.50% Convertible Senior Notes due 2012

Equity Units, in the form of Corporate Units, stated amount \$50.00 per unit

(Title of Class of Securities)

478366 AS6 and 478366 602

(CUSIP Number of Class of Securities)

Jerome D. Okarma, Esq.

Vice President, Secretary and General Counsel

Johnson Controls, Inc.

5757 N. Green Bay Avenue

Milwaukee, Wisconsin 53209-4408

(414) 524-1200

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing person)

Copies to:

**Patrick G. Quick, Esq.
Mark T. Plichta, Esq.
Foley & Lardner LLP
777 E. Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 271-2400**

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(312) 782-0600**

CALCULATION OF FILING FEE

Transaction Valuation*

\$1,850,059,333

Amount of Filing Fee**

\$103,233

* Estimated solely for purpose of calculating the registration fee and based on (a) the product of (i) \$2,282.50, the average of the bid and ask

price of Johnson
Control s 6.50%
Convertible
Notes due 2012
(the Convertible
Notes) on
August 18,
2009, and
(ii) the quotient
of (x)
\$402,500,000,
the aggregate
principal
amount at
maturity of
Convertible
Notes which are
sought for
exchange, and
(y) \$1,000, plus
(b) the product
of (i) \$123.97,
the average of
the high and low
price of Johnson
Control s Equity
Units, stated
amount \$50.00
in the form of
Corporate Units
(the Corporate
Units) on
August 17,
2009, and
(ii) 8,550,000,
the number of
Corporate Units
sought for
exchange, less
(c)
\$128,590,417,
the maximum
aggregate
amount of cash
to be paid by
Johnson
Controls
pursuant to the
Exchange
Offers,
assuming that

the Exchange
Offers are fully
subscribed by
holders of the
Convertible
Notes and
Corporate Units
(including
payment of
accrued interest
on the
Convertible
Notes and cash
distributions on
the Corporate
Units).

** The amount of
the filing fee
calculated in
accordance with
Rule 0-11(a)(2)
of the Securities
Exchange Act
of 1934, as
amended, by
multiplying
.0000558 by the
aggregate
Transaction
Valuation.

☐ Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$103,233

Form or Registration No.: Form S-4

Filing Party: Johnson Controls, Inc.

Date Filed: August 20, 2009

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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SCHEDULE TO

This Amendment No. 2 amends and supplements the Tender Offer Statement on Schedule TO filed by Johnson Controls, Inc., a Wisconsin corporation (Johnson Controls or the Company) with the Securities and Exchange Commission on September 4, 2009 (as amended and supplemented, the Schedule TO), relating to (a) an offer (the Convertible Notes Exchange Offer) by the Company to exchange any and all of its outstanding 6.50% Convertible Senior Notes due 2012 (the Convertible Notes) for the following consideration per \$1,000 principal amount of Convertible Notes: (i) 89.3855 shares of the Company s common stock, (ii) a cash payment of \$120.00, and (iii) accrued and unpaid interest on the Convertible Notes to, but excluding, the settlement date, payable in cash, and (b) an offer (the Corporate Units Exchange Offer and collectively with the Convertible Notes Exchange Offer, the Exchange Offers) by the Company to exchange up to 8,550,000 units, or 95%, of its outstanding Equity Units, stated amount \$50.00 per unit (the Equity Units), in the form of Corporate Units (the Corporate Units) comprised of a purchase contract obligating the holder to purchase from the Company shares of its common stock, and a 1/20, or 5.0%, undivided beneficial ownership interest in \$1,000 principal amount of the Company s 11.50% Subordinated Notes due 2042 (the Subordinated Notes), for the following consideration per Corporate Unit: (i) 4.8579 shares of the Company s common stock, (ii) a cash payment of \$6.50 and (iii) a distribution consisting of the pro rata share of accrued and unpaid interest on the Subordinated Notes to, but excluding, the settlement date, payable in cash. The Company is not offering to exchange any Equity Units in the form of Treasury Units.

Each Exchange Offer commenced on August 20, 2009. The Convertible Notes Exchange Offer shall expire at 11:59 p.m., New York City Time, on September 17, 2009, unless extended or earlier terminated by the Company. The Corporate Units Exchange Offer shall expire at 5:00 p.m., New York City Time, on September 25, 2009, unless extended or earlier terminated by the Company. The Exchange Offers will be made upon the terms and subject to the conditions set forth in the prospectus (the Prospectus), which forms a part of the Registration Statement on Form S-4 (Reg. No. 333-161456) filed with the Securities and Exchange Commission on August 20, 2009, as amended by Amendment No. 1 thereto filed on September 4, 2009 (the Registration Statement), and in the related letter of transmittal, which are exhibits (a)(1)(i) and (a)(1)(ii) hereto.

The Schedule TO is hereby amended and supplemented by this Amendment No. 2 to the Schedule TO as follows:

Item 1. Summary Term Sheet.

Item 1 of the Schedule TO is hereby amended by adding the following as the second paragraph:

Notwithstanding any statement to the contrary contained in the forgoing sections of the Prospectus, the Corporate Units Exchange Offer shall expire at 5:00 p.m., New York City Time, on September 25, 2009, unless extended or earlier terminated by the Company.

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Item 4. *Terms of the Transaction.*

(a) Material Terms.

Item 4(a) of the Schedule TO is hereby amended by adding the following as the second paragraph:

Notwithstanding any statement to the contrary contained in the forgoing sections of the Prospectus, the Corporate Units Exchange Offer shall expire at 5:00 p.m., New York City Time, on September 25, 2009, unless extended or earlier terminated by the Company.

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Item 12. Exhibits

Item 12 of the Schedule TO is hereby amended by adding the following:

| Exhibit | Description |
|----------------|---|
| (a)(5)(ii) | Press Release, dated September 11, 2009 (incorporated by reference to Exhibit 99.1 to Johnson Controls, Inc. Current Report on Form 8-K dated September 11, 2009) |

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SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this amendment is true, complete and correct.

JOHNSON CONTROLS, INC.

Date: September 11, 2009

By: /s/ Frank A. Voltolina

Name: Frank A. Voltolina

Title: Vice President and Corporate Treasurer

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| Exhibit | Description |
|----------------|---|
| (a)(1)(i) | Prospectus, dated September 4, 2009 (incorporated by reference to Johnson Controls, Inc. Registration Statement on Form S-4 filed on September 4, 2009 (the Registration Statement)) |
| (a)(1)(ii) | Form of Letter of Transmittal (incorporated by reference to Exhibit 99.1 to the Registration Statement) |
| (a)(1)(iii) | Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (incorporated by reference to Exhibit 99.2 to the Registration Statement) |
| (a)(1)(iv) | Form of Letter to Clients (incorporated by reference to Exhibit 99.3 to the Registration Statement) |
| (a)(5)(i) | Press Release, dated August 20, 2009 (incorporated by reference to Exhibit 99.1 to Johnson Controls, Inc. Current Report on Form 8-K dated August 20, 2009) |
| (a)(5)(ii) | Press Release, dated September 11, 2009 (incorporated by reference to Exhibit 99.1 to Johnson Controls, Inc. Current Report on Form 8-K dated September 11, 2009) |
| (d)(i) | Dealer Manager Agreement (incorporated by reference to Exhibit 1.1 to the Registration Statement). |
| (d)(ii) | Underwriting Agreement, dated as of March 10, 2009, by and among Johnson Controls, Inc. and J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Capital Inc., as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.1 to Johnson Controls, Inc. Form 8-K dated March 10, 2009)(Commission File No. 1-5097). |
| (d)(iii) | Letter of agreement dated December 6, 1990 between Johnson Controls, Inc., LaSalle National Trust, N.A. and Fidelity Management Trust Company which replaces LaSalle National Trust, N.A. as Trustee of the Johnson Controls, Inc. Employee Stock Ownership Plan Trust with Fidelity Management Trust Company as Successor Trustee, effective January 1, 1991 (incorporated by reference to Exhibit 4.F to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 1991) (Commission File No. 1-5097). |
| (d)(iv) | Senior Indenture, dated January 17, 2006, between Johnson Controls, Inc. and U.S. Bank National Association, as successor trustee to JPMorgan Chase Bank, National Association (incorporated by reference to Exhibit 4.2 to Johnson Controls, Inc. Registration Statement on Form S-3ASR)(Registration No. 333-157502). |
| (d)(v) | Supplemental Indenture, dated March 16, 2009, between Johnson Controls, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.1 to Johnson Controls, Inc. Form 8-K/A dated March 10, 2009)(Commission File No. 1-5097). |
| (d)(vi) | Underwriting Agreement, dated as of March 10, 2009, by and among Johnson Controls, Inc. and J.P. Morgan Securities Inc., Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Capital Inc., as representatives of the several underwriters named therein (incorporated by reference to Exhibit 1.2 to Johnson Controls, Inc. Form 8-K dated March 10, 2009)(Commission File No. 1-5097). |

- (d)(vii) Subordinated Indenture, dated March 16, 2009, between Johnson Controls, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.2 to Johnson Controls, Inc. Form 8-K/A dated March 10, 2009) (Commission File No. 1-5097).
- (d)(viii) Supplemental Indenture No. 1, dated March 16, 2009, between Johnson Controls, Inc. and U.S. Bank National Association, as Trustee (incorporated by reference to Exhibit 4.3 to Johnson Controls, Inc. Form 8-K/A dated March 10, 2009) (Commission File No. 1-5097).

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| Exhibit | Description |
|----------------|---|
| (d)(ix) | Purchase Contract and Pledge Agreement, dated March 16, 2009, among Johnson Controls, Inc., U.S. Bank National Association, as Purchase Contract Agent, and U.S. Bank National Association, as Collateral Agent, Custodial Agent and Securities Intermediary (incorporated by reference to Exhibit 4.4 to Johnson Controls, Inc. Form 8-K/A dated March 10, 2009) (Commission File No. 1-5097). |
| (d)(x) | Form of Remarketing Agreement among Johnson Controls, Inc., U.S. Bank National Corporation, as the Reset Agent and the Remarketing Agent and U.S. Bank National Corporation, as the Purchase Contract Agent (incorporated by reference to Exhibit 4.5 to Johnson Controls, Inc. Current Report on Form 8-K/A dated March 10, 2009) (Commission File No. 1-5097). |
| (d)(xi) | Officers' Certificate, dated January 17, 2006, creating the 5.250% Fixed Rate Notes due 2011, the 5.500% Fixed Rate Notes due 2016 and the 6.000% Fixed Rate Notes due 2036 (incorporated by reference to Exhibit 4.2 to Johnson Controls, Inc. Form 8-K dated January 9, 2006) (Commission File No. 1-5097). |
| (d)(xii) | Johnson Controls, Inc. 1992 Stock Option Plan, amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10A to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2008) (Commission File No. 1-5097). |
| (d)(xiii) | Johnson Controls, Inc. Common Stock Purchase Plan for Executives as amended November 17, 2004 and effective December 1, 2004 (incorporated by reference to Exhibit 10.B to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2004) (Commission File No. 1-5097). |
| (d)(xiv) | Johnson Controls, Inc. Director Share Unit Plan, amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.M to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2007) (Commission File No. 1-5097). |
| (d)(xv) | Johnson Controls, Inc. 2000 Stock Option Plan, amended and restated effective January 1, 2009 (incorporated by reference to Exhibit 10N to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2008) (Commission File No. 1-5097). |
| (d)(xvi) | Form of stock option award agreement for Johnson Controls, Inc. 2000 Stock Option Plan, as amended through October 1, 2001, as in use through March 20, 2006 (incorporated by reference to Exhibit 10.1 to Johnson Controls, Inc. Current Report on Form 8-K dated November 17, 2004) (Commission File No. 1-5097). |
| (d)(xvii) | Johnson Controls, Inc. 2001 Restricted Stock Plan, amended and restated effective January 1, 2008 (incorporated by reference to Exhibit 10.P to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2007) (Commission File No. 1-5097). |
| (d)(xviii) | Form of restricted stock award agreement for Johnson Controls, Inc. 2001 Restricted Stock Plan, as amended and restated effective October 1, 2003, as in use through January 2004 (incorporated by reference to Exhibit 10.Q to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2005) (Commission File No. 1-5097). |
| (d)(xix) | Form of restricted stock award agreement for Johnson Controls, Inc. 2001 Restricted Stock Plan, as amended March 21, 2006, as in effect since August 1, 2006 (incorporated by reference to Exhibit 10.R to |

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Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2006)
(Commission File No. 1-5097).

- (d)(xx) Johnson Controls, Inc. 2003 Stock Plan for Outside Directors, amended as of October 1, 2006
(incorporated by reference to Exhibit 10.T to Johnson Controls, Inc. Annual Report on Form 10-K for the
year ended September 30, 2006) (Commission File No. 1-5097).

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| Exhibit | Description |
|----------------|---|
| (d)(xxi) | Form of restricted stock award agreement for Johnson Controls, Inc. 2001 Restricted Stock Plan, for grants made on January 3, 2006 (incorporated by reference to Exhibit 10.BB to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2006) (Commission File No. 1-5097). |
| (d)(xxii) | Form of stock option award agreement for Johnson Controls, Inc. 2000 Stock Option Plan, as amended September 16, 2006, as in effect since October 2, 2006 (incorporated by reference to Exhibit 10.CC to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2006) (Commission File No. 1-5097). |
| (d)(xxiii) | Johnson Controls, Inc. 2007 Stock Option Plan, amended as of September 14, 2007 (incorporated by reference to Exhibit 10.CC to Johnson Controls, Inc. Annual Report on Form 10-K for the year ended September 30, 2007) (Commission File No. 1-5097). |
| (d)(xxiv) | Form of stock option award agreement for Johnson Controls, Inc. 2007 Stock Option Plan (incorporated by reference to Exhibit 10.1 to Johnson Controls, Inc. Current Report on Form 8-K dated March 21, 2007) (Commission File No. 1-5097). |
| (h) | Tax Opinion of Foley & Lardner LLP (incorporated by reference to Exhibit 8.1 to the Registration Statement). |