

B/E AEROSPACE INC  
Form 425  
October 24, 2016

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

WASHINGTON, D.C. 20549

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**Form 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

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Date of Report (Date of earliest event reported): **October 23, 2016**

**Rockwell Collins, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**52-2314475**  
(I.R.S. Employer  
Identification Number)

**400 Collins Road NE**  
**Cedar Rapids Iowa**  
(Address of principal  
executive office)

**001-16445**  
(Commission File No.)

**52498**  
(Zip Code)

Registrant's telephone number, including area code: **(319) 295-1000**

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(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))
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**Item 8.01. Other Events.**

On October 23, 2016, Rockwell Collins, Inc. (the Company ) issued a press release announcing it had entered into a definitive agreement with B/E Aerospace, Inc. ( B/E ) under which the Company will acquire B/E. The press release is attached hereto as Exhibit 99.1.

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

(d) Exhibits.

Exhibit No.	Description of Exhibit
99.1	Press release dated October 23, 2016

**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, thereunto duly authorized.

Date: October 24, 2016

ROCKWELL COLLINS, INC.

By:	/s/ Robert J. Perna
Name:	Robert J. Perna
Title:	Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press release dated October 23, 2016