

BlackRock Inc.  
Form 8-K  
April 18, 2019

**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): April 18, 2019 (April 17, 2019)**

**BLACKROCK, INC.**

**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State or other jurisdiction**

**of incorporation)**

**001-33099**  
**(Commission**

**File Number)**

**32-0174431**  
**(IRS Employer**

**Identification No.)**

**55 East 52nd Street, New York, New York**  
**(Address of principal executive offices)**

**10055**  
**(Zip Code)**

**Registrant's telephone number, including area code: (212) 810-5300**

**(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))

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 April 17, 2019, BlackRock, Inc. ( BlackRock ) entered into an underwriting agreement (the Underwriting Agreement ) with Citigroup Global Markets Inc., Barclays Capital Inc., and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the Underwriters ), pursuant to which BlackRock agreed to sell to the Underwriters \$1,000,000,000 aggregate principal amount of its 3.250% Notes due 2029 (the Notes ), for resale by the Underwriters (the Offering ) pursuant to BlackRock's registration statement on Form S-3 (File No. 333-224504). The Offering is expected to result in net proceeds to BlackRock of \$987,400,000. BlackRock intends to use the net proceeds from the Offering for general corporate purposes, which may include to fund all or a portion of the purchase price of its recently announced acquisition of eFront Holding SAS, towards the repayment of its outstanding 5.00% Notes due 2019 or towards the repayment of borrowings under its commercial paper program.

The Underwriters and their affiliates have provided, and may in the future provide, investment banking, commercial lending, financial advisory and other services for BlackRock. The Underwriters have received customary fees and expenses for these services. In particular, certain of the Underwriters and/or their affiliates are dealers under BlackRock's commercial paper program. In addition, certain of the Underwriters and/or their affiliates are also lenders under BlackRock's \$4.0 billion revolving credit facility maturing in 2024.

The foregoing summary of the Underwriting Agreement is qualified by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

- 1.1 Underwriting Agreement, dated April 17, 2019, among BlackRock, Inc. and Citigroup Global Markets Inc., Barclays Capital Inc., and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.

**EXHIBIT INDEX**

- 1.1 Underwriting Agreement, dated April 17, 2019, among BlackRock, Inc. and Citigroup Global Markets Inc., Barclays Capital Inc., and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.

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.

BlackRock, Inc.  
(Registrant)

By: /s/ Gary S. Shedlin  
Gary S. Shedlin  
Chief Financial Officer and  
Senior Managing Director

Date: April 18, 2019