

Bunge LTD
Form 8-K
November 24, 2015

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): **November 19, 2015**

BUNGE LIMITED

(Exact name of Registrant as specified in its charter)

Bermuda
(State or other jurisdiction
of incorporation)

001-16625
(Commission File
Number)

98-0231912
(I.R.S. Employer
Identification Number)

50 Main Street
White Plains, New York
(Address of principal executive
offices)

10606
(Zip code)

(914) 684-2800

(Registrant's telephone number, including area code)

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N.A.

(Former name or former address, if changes 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 (see General Instruction A.2. below):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o 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 November 19, 2015, Bunge Limited Finance Corp. (BLFC), a 100%-owned finance subsidiary of Bunge Limited, completed the sale and issuance (the Offering) of \$500 million aggregate principal amount of 3.500% Senior Notes due 2020 (the Senior Notes), guaranteed by Bunge Limited, pursuant to an underwriting agreement entered into with Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters, dated November 19, 2015. The Senior Notes were issued pursuant to an indenture, dated November 24, 2015 (the Indenture), by and among BLFC, Bunge Limited and MUFG Union Bank, N.A., as trustee.

The Offering was made pursuant to a shelf registration statement on Form S-3 (Registration No. 333-207870) (the Registration Statement) filed by Bunge Limited and BLFC with the Securities and Exchange Commission. The net proceeds of the offering were approximately \$496 million after deducting underwriting commissions and estimated offering expenses. We intend to use the net proceeds from this offering for general corporate purposes, including, but not limited to, the repayment of outstanding indebtedness, which may include indebtedness under our revolving credit facilities.

The Underwriting Agreement, the Indenture and the opinion relating to the validity of the Senior Notes and the related guarantee have been filed as Exhibit 1.1, Exhibit 4.1 and Exhibit 5.1, respectively, to this Current Report on Form 8-K and each is incorporated by reference into this Report and the Registration Statement.

Bunge issued a press release announcing the pricing of the Offering on November 19, 2015. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated November 19, 2015, among Bunge Limited Finance Corp., Bunge Limited, Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC
4.1	Indenture, dated November 24, 2015, by and among Bunge Limited Finance Corp., Bunge Limited and MUFG Union Bank, N.A. (including the form of Senior Note)
5.1	Opinion of Reed Smith LLP as to the validity of the Senior Notes of Bunge Limited Finance Corp. and the related Guarantee by Bunge Limited

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99.1

Press Release Announcing the Pricing of the Senior Notes, dated November 19, 2015

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 24, 2015

BUNGE LIMITED

By:	/s/ Carla L. Heiss	
	Name:	Carla L. Heiss
	Title:	Deputy General Counsel,
		Chief Compliance Officer
		and Secretary

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