

LEGGETT & PLATT INC  
Form 8-K  
August 14, 2012

**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) August 8, 2012

**LEGGETT & PLATT, INCORPORATED**

(Exact name of registrant as specified in its charter)

Missouri  
(State or other jurisdiction  
of incorporation)

001-07845  
(Commission  
File Number)

44-0324630  
(IRS Employer  
Identification No.)

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**No. 1 Leggett Road,**

**Carthage, MO**

(Address of principal executive offices)

**Registrant's telephone number, including area code 417-358-8131**

**64836**

(Zip Code)

**N/A**

(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 (see General Instruction A.2. below):

- .. 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 Definitive Agreement.**

On August 8, 2012, Leggett & Platt, Incorporated (the Company) entered into an Underwriting Agreement (the Underwriting Agreement) with J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as Representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters \$300 million aggregate principal amount of its 3.40% Senior Notes due August 15, 2022 (the Notes). The public offering price of the Notes was 99.706% of the principal amount. The Company expects net proceeds (before expenses) of \$297,168,000 and to use the proceeds for general corporate purposes, which may include the repayment or refinancing of existing indebtedness, including repayment of commercial paper indebtedness incurred for general corporate purposes, the funding of possible future acquisitions and/or stock repurchases. The Company expects to close the transaction on August 15, 2012.

This offering is being made pursuant to the Company's automatic shelf registration statement on Form S-3 (Registration No. 333-180182) and a related prospectus supplement, each filed with the Securities and Exchange Commission. The Underwriting Agreement is hereby incorporated by reference into the Registration Statement.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. Under the terms of the Underwriting Agreement, the Company has agreed to indemnify the Underwriters against certain liabilities. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of such document, a copy of which is attached to this Current Report on Form 8-K as Exhibit 1.1.

The Underwriters and/or their affiliates have provided and in the future may provide investment banking, corporate trust, and/or advisory services to the Company and its affiliates from time to time for which they have received and in the future may receive customary fees and expenses and may have entered into and in the future may enter into other transactions with the Company.

**Item 8.01 Other Events.**

This Current Report is also being filed for the purpose of filing an updated computation of Ratio of Earnings to Fixed Charges as Exhibit 12.1 to the Registration Statement (SEC File No. 333-180182), and such exhibit is hereby incorporated by reference into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Form of Underwriting Agreement (Debt), dated August 8, 2012, among J.P. Morgan Securities LLC and Wells Fargo Securities, LLC, as Representatives of the several Underwriters named therein, and Leggett & Platt, Incorporated.
12.1	Computation of Ratio of Earnings to Fixed Charges

**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.

Date: August 14, 2012

LEGGETT & PLATT, INCORPORATED

By: /S/ JOHN G. MOORE  
**John G. Moore**  
**Senior Vice President**

**Chief Legal & HR Officer and Secretary**

**EXHIBIT INDEX**

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