

CHURCH & DWIGHT CO INC /DE/
Form 8-K
July 21, 2017

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 the report (Date of earliest event reported): July 20, 2017

CHURCH & DWIGHT CO., INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-10585
(Commission

File Number)

13-4996950
(I.R.S. Employer

Identification No.)

500 Charles Ewing Boulevard, Ewing, New Jersey
(Address of Principal Executive Offices)

08628
(Zip Code)

Registrant's telephone number, including area code: (609) 806-1200

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:

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 July 20, 2017, Church & Dwight Co., Inc. (the Company) entered into an underwriting agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., and Wells Fargo Securities, LLC, as representatives of the several underwriters listed therein (collectively, the Underwriters), under which the Company agreed to sell and the Underwriters agreed to purchase, subject to and upon the terms and conditions set forth therein, (a) \$300,000,000 aggregate principal amount of the Company s Floating Rate Senior Notes due 2019 (the Floating Rate Notes), (b) \$300,000,000 aggregate principal amount of the Company s 2.450% Senior Notes due 2022 (the 2022 Notes), (c) \$425,000,000 aggregate principal amount of the Company s 3.150% Senior Notes due 2027 (the 2027 Notes) and (d) \$400,000,000 aggregate principal amount of the Company s 3.950% Senior Notes due 2047 (the 2047 Notes and, together with the Floating Rate Notes, the 2022 Notes and the 2027 Notes, the Notes). The Notes are being issued to fund the previously announced acquisition of Water Pik, Inc. and related fees and expenses, to repay the Company s \$200 million term loan facility, and to repay a portion of the Company s commercial paper borrowings.

The offer and sale of the Notes has been registered under the Securities Act of 1933, as amended (the Securities Act) pursuant to the Company s effective shelf registration statement on Form S-3 (Registration No. 333-200721), and the Notes will be offered pursuant to the prospectus supplement dated July 20, 2017 and related prospectus dated December 4, 2014. The closing is expected to occur on July 25, 2017.

The underwriting agreement includes customary representations, warranties and agreements by the Company and customary conditions to closing and termination provisions. Additionally, the Company has agreed to indemnify, defend and hold the underwriter harmless against certain liabilities, including liabilities under the Securities Act, or contribute to payments that the underwriter may be required to make in respect of such liabilities. This description of the underwriting agreement is a summary only and is qualified in its entirety by the full and complete terms of the underwriting agreement, a copy of which is attached as Exhibit 1.1 hereto and incorporated herein by reference.

ITEM 9.01. Financial Statements and Exhibits.

(c) Exhibits.

| Exhibit | Description |
|----------------|---|
| 1.1 | Underwriting Agreement, dated July 20, 2017, among Church & Dwight Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc. and Wells Fargo Securities, LLC, as representatives of the Underwriters named in Schedule A thereto. |

SIGNATURE

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.

CHURCH & DWIGHT CO., INC.

Date: July 21, 2017

By: /s/ Patrick de Maynadier
Name: Patrick de Maynadier
Executive Vice President, General Counsel and
Title: Secretary

Exhibit Index

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|---------------------------|---|
| 1.1 | Underwriting Agreement, dated July 20, 2017, among Church & Dwight Co., Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc. and Wells Fargo Securities, LLC, as representatives of the Underwriters named in Schedule A thereto. |