

DARDEN RESTAURANTS INC

Form 8-K

February 08, 2018

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: February 7, 2018

(Date of earliest event reported)

DARDEN RESTAURANTS, INC.  
(Exact name of registrant as specified in its charter)  
Commission File Number: 1-13666

Florida 59-3305930  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)  
1000 Darden Center Drive, Orlando, Florida 32837  
(Address of principal executive offices, including zip code)  
(407) 245-4000  
(Registrant's telephone number, including area code)  
Not Applicable  
(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 (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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 8.01 Other Events.

On February 7, 2018, Darden Restaurants, Inc. (the “Company”) agreed to sell \$300,000,000 aggregate principal amount of its 4.550% Senior Notes due 2048 (the “Notes”) pursuant to the provisions of an Underwriting Agreement dated February 7, 2018, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.

The Company intends to use the net proceeds from the offering to (i) fund purchases under the Company’s previously announced cash tender offers and related consent solicitations for any and all of its outstanding 6.000% Senior Notes due 2035 and 6.800% Senior Notes due 2037 and (ii) for other general corporate purposes.

The Notes will be registered under the Securities Act of 1933, as amended, pursuant to a Registration Statement on Form S-3, Registration No. 333-213992, filed by the Company with the Securities and Exchange Commission on October 6, 2016.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibit
1.1	<u>Underwriting Agreement dated February 7, 2018, among the Company and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, Goldman Sachs &amp; Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.</u>

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.

DARDEN RESTAURANTS, INC.

By: /s/ Ricardo Cardenas

Ricardo Cardenas

Senior Vice President, Chief Financial Officer

Date: February 8, 2018