

ADT Corp  
Form 8-K  
March 07, 2014

**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): March 5, 2014**

**The ADT Corporation**

**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**001-35502**  
**(Commission**  
  
**File Number)**  
**1501 Yamato Road**

**45-4517261**  
**(I.R.S. Employer**  
  
**Identification No.)**

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**Boca Raton, Florida 33431**

**(Address of Principal Executive Offices, including Zip Code)**

**(561) 988-3600**

**(Registrant's telephone number, including Area Code)**

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))

**8.01. Other Events.**

On March 5, 2014, The ADT Corporation (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce Fenner & Smith Incorporated, as representative for the several underwriters named therein (collectively, the Underwriters ) providing for the offer and sale of \$500,000,000 principal amount of the Company s 4.125% Senior Notes due 2019 (the Notes ).

The Company has made certain customary representations, warranties and covenants in the Underwriting Agreement concerning the Company and the Registration Statement related to the offering of the Notes, respectively. The Company also has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The Notes offering is expected to close, subject to customary closing conditions, on March 19, 2014.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit  
No.**

**Description**

|     |                                                                                                                                                                                                                                          |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated March 5, 2014, between the Company and Merrill Lynch, Pierce Fenner & Smith Incorporated, as representative of the several underwriters named in the agreement, pertaining to the offer and sale of Notes. |
|-----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**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.

Date: March 7, 2014

THE ADT CORPORATION

By: /s/ N. David Bleisch

Name: N. David Bleisch

Title: Senior Vice President, General Counsel

and Corporate Secretary

**EXHIBIT INDEX**

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