

COLGATE PALMOLIVE CO
Form 8-A12B
March 06, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

COLGATE-PALMOLIVE COMPANY

(Exact name of registrant as specified in its charter)

Delaware **13-1815595**
(State of incorporation or organization) **(IRS Employer Identification No.)**

300 Park Avenue, New York, NY **10022**
(Address of principal executive offices) **(Zip Code)**

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which Each class is to be registered |
|--|--|
| 0.500% Notes due 2026 | New York Stock Exchange LLC |
| 1.375% Notes due 2034 | New York Stock Exchange LLC |

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box. x

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box. o

If this Form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box. o

Securities Act registration statement or Regulation A offering statement file number to which this Form relates: 333-221172 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

A description of Colgate-Palmolive Company's 0.500% Notes due 2026 and 1.375% Notes due 2034 to be registered hereunder is contained in the "Description of the Notes" and "Description of Debt Securities" set forth in the Registrant's Prospectus Supplement and Prospectus, respectively, each dated October 27, 2017 (filed as part of its Registration Statement on Form S-3 (Registration No. 333-221172) and pursuant to Rule 424(b) under the Securities Act of 1933, as amended), and the "Description of the Notes" set forth in the Registrant's Pricing Supplement No. 2, dated February 26, 2019 (filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, under Registration Statement No. 333-221172), which descriptions are hereby incorporated by reference into this Registration Statement.

Item 2. Exhibits.

4.1 Indenture, dated as of November 15, 1992, between Colgate-Palmolive Company and The Bank of New York Mellon (formerly known as The Bank of New York), as Trustee (incorporated herein by reference to Exhibit 4.1 to the Company's Form S-3 Registration Statement and Post-Effective Amendment No. 1 filed on June 26, 1992, Registration No. 33-48840).

4.2* Form of 0.500% Note due 2026

4.3* Form of 1.375% Note due 2034

* Filed herewith.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**COLGATE-PALMOLIVE
COMPANY**

By: /s/ Henning I. Jakobsen
Name: Henning I. Jakobsen
Title: Chief Financial Officer

Date: March 6, 2019