

CAMERON INTERNATIONAL CORP
Form 8-K
December 16, 2013

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): **December 11, 2013**

Cameron International Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

1-13884
(Commission
File Number)

76-0451843
(IRS Employer
Identification No.)

1333 West Loop South, Suite 1700,
Houston, Texas
(Address of Principal Executive Offices)

77027
(Zip Code)

Registrant's telephone number, including area code: **713-513-3300**

Not Applicable

(Registrant's Name or Former Address, if Changed Since Last Report)

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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))
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The Company will pay interest on the Notes on June 15 and December 15 of each year, beginning on June 15, 2014. The 2016 Notes will mature on December 15, 2016, the 2023 Notes will mature on December 15, 2023 and the 2043 Notes will mature on December 15, 2043. The Company may redeem a portion of the Notes from time to time or all of the Notes at any time at the redemption prices set forth in the Third Supplemental Indenture, the Fourth Supplemental Indenture or the Fifth Supplemental Indenture, as applicable.

The Company will be required to offer to repurchase the Notes if the Notes are rated below investment grade following certain events that constitute a change of control of the Company. The Notes will be senior unsecured obligations of the Company and will rank equally with all of the Company's other existing and future unsecured and unsubordinated debt. The Notes are not guaranteed by the Company's subsidiaries and will

effectively rank junior to any secured debt of the Company and all existing and future debt and other liabilities of the Company's subsidiaries.

Copies of the Base Indenture, the Third Supplemental Indenture, the Fourth Supplemental Indenture and the Fifth Supplemental Indenture are attached as Exhibit 4.1, Exhibit 4.2, Exhibit 4.3 and Exhibit 4.4, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. The foregoing description is a brief summary of the Indenture and does not purport to be a complete statement of the parties' rights and obligations thereunder. The foregoing description is qualified in its entirety by the terms of the Indenture.

Item 2.03 **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information set forth in Item 1.01 of this Current Report on Form 8-K with respect to the Indenture is incorporated into this Item 2.03 by reference.

Item 7.01 **Regulation FD Disclosure.**

On December 11, 2013, the Company issued a press release announcing the pricing of the Notes. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference into this Item 7.01.

In accordance with General Instruction B.2 of Form 8-K, the information in this Current Report on Form 8-K under this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall such information and exhibit be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated December 11, 2013, between the Company and J.P. Morgan Securities LLC, Credit Suisse Securities (USA) LLC, Citigroup Global Markets Inc., Morgan Stanley & Co. LLC and RBS Securities Inc., as representatives of the several underwriters identified therein, in connection with the offer and sale of \$250 million in aggregate principal amount of the Company's 1.150% Senior Notes due 2016, \$250 million in aggregate principal amount of the Company's 4.000% Senior Notes due 2023 and \$250 million in aggregate principal amount of the Company's 5.125% Senior Notes due 2043.

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- 4.1 Indenture, dated as of May 17, 2012, between the Company and Union Bank, N.A., as trustee, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K/A dated May 22, 2012, and incorporated herein by reference.
- 4.2 Third Supplemental Indenture, dated as of December 16, 2013, between the Company and Union Bank, N.A., as trustee, with respect to the Company's 1.150% Senior Notes due 2016.
- 4.3 Fourth Supplemental Indenture, dated as of December 16, 2013, between the Company and Union Bank, N.A., as trustee, with respect to the Company's 4.000% Senior Notes due 2023.
- 4.4 Fifth Supplemental Indenture, dated as of December 16, 2013, between the Company and Union Bank, N.A., as trustee, with respect to the Company's 5.125% Senior Notes due 2043.
- 4.5 Form of Global Note for the Company's 1.150% Senior Notes due 2016

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(included in Exhibit 4.2).

- 4.6 Form of Global Note for the Company s 4.000% Senior Notes due 2023 (included in Exhibit 4.3).
- 4.7 Form of Global Note for the Company s.125% Senior Notes due 2043 (included in Exhibit 4.4).
- 5.1 Opinion of Vinson & Elkins L.L.P.
- 12.1 Computation of Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Vinson & Elkins L.L.P. (included in Exhibit 5.1).
- 99.1 Press Release of the Company, dated December 11, 2013.

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.

CAMERON INTERNATIONAL CORPORATION

Date: December 16, 2013

By: /s/ William Lemmer
Name: Willam Lemmer
Title: Senior Vice President and General Counsel

Exhibit Index

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