

MCCORMICK & CO INC  
Form 8-K  
September 04, 2008

**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): **September 3, 2008**

**McCormick & Company, Incorporated**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction  
of incorporation)

**001-14920**  
(Commission File Number)

**52-0408290**  
(IRS Employer  
Identification No.)

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**18 Loveton Circle**

**Sparks, Maryland**

(Address of principal executive offices)

**21152**

(Zip Code)

Registrant's telephone number, including area code: **(410) 771-7301**

(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 (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))

**Item 8.01 Other Events.**

On September 3, 2008, McCormick & Company, Incorporated (the Company) closed its previously announced offering of \$250 million aggregate principal amount of 5.25% Notes due 2013 (the Notes) pursuant to an underwriting agreement (the Underwriting Agreement) with Banc of America Securities LLC, BNP Paribas Securities Corp., SunTrust Robinson Humphrey, Inc. and Wachovia Capital Markets, LLC as underwriters (the Underwriters). The Notes mature on September 1, 2013, with interest payable semiannually on March 1 and September 1 of each year, beginning on March 1, 2009. The Company may redeem the Notes at any time. The offer and sale of the Notes was registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-3 (No. 333-147809). A copy of the Underwriting Agreement was filed as an exhibit to the Company's Current Report on Form 8-K filed on September 2, 2008.

The Notes were issued pursuant to an Indenture between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee, pursuant to which the Company may issue an unlimited amount of debt securities from time to time in one or more series. A copy of the Indenture is filed as an exhibit to the Company's Current Report on Form 8-K filed on December 10, 2007. The form of Notes is filed as an exhibit to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

The exhibits to this Current Report on Form 8-K are listed on the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

**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.

MCCORMICK & COMPANY, INCORPORATED

By: /s/ Robert W. Skelton  
Robert W. Skelton

Senior Vice President, General Counsel & Secretary

Date: September 4, 2008

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 4.1                       | Form of 5.25% Notes due 2013.  |
| 5.1                       | Opinion of Hogan & Hartson L.L.P. regarding the legality of the Notes.   |
| 8.1                       | Opinion of Hogan & Hartson L.L.P. regarding certain tax matters in connection with the issuance and sale of the Notes. |
| 23.1                      | Consents of Hogan & Hartson L.L.P. (included in Exhibits 5.1 and 8.1).   |