

BERKSHIRE HATHAWAY INC
Form 8-K
January 31, 2012

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) January 31, 2012

BERKSHIRE HATHAWAY INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION

OF INCORPORATION)

001-14905
(COMMISSION

FILE NUMBER)

47-0813844
(I.R.S. EMPLOYER

IDENTIFICATION NO.)

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3555 Farnam Street

Omaha, Nebraska
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)
(402) 346-1400

68131
(ZIP CODE)

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))

Item 8.01 Other Events.

On January 31, 2012, Berkshire Hathaway Inc. ("Berkshire") issued (i) \$1,100,000,000 aggregate principal amount of its 1.90% Senior Notes due 2017; and (ii) \$600,000,000 aggregate principal amount of its 3.40% Senior Notes due 2022 ((i) and (ii) collectively, the "Notes"), under a registration statement on Form S-3 under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission (the "Commission") on February 1, 2010 (Registration No. 333-164611) (the "Registration Statement"). The Notes were sold pursuant to an underwriting agreement entered into on January 24, 2012, by and between (a) Berkshire and (b) Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated. The Notes are issued under an Indenture, dated as of February 1, 2010, by and among Berkshire, Berkshire Hathaway Finance Corporation, and The Bank of New York Mellon Trust Company, N.A., as trustee (the "Indenture"), and an officer's certificate dated as of January 31, 2012. The relevant terms of the Notes and the Indenture are further described under the caption "Description of the Notes" in the prospectus supplement, dated January 24, 2012, filed with the Commission by Berkshire on January 26, 2012 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, and in the section entitled "Description of the Debt Securities" in the base prospectus, dated February 1, 2010, included in the Registration Statement, which descriptions are incorporated herein by reference.

A copy of the Indenture is set forth in Exhibit 4.1 of the Registration Statement and is incorporated herein by reference. Copies of the forms of the Notes are attached hereto as Exhibits 4.3 and 4.4 and are incorporated herein by reference. The descriptions of the Indenture and the Notes in this report are summaries and are qualified in their entirety by the terms thereof.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated January 24, 2012, by and between (i) Berkshire Hathaway Inc. and (ii) Goldman, Sachs & Co. and Merrill Lynch, Pierce, Fenner & Smith Incorporated.
- 4.1 Indenture, dated as of February 1, 2010, among the Berkshire Hathaway Inc., Berkshire Hathaway Finance Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of Berkshire's Registration Statement on Form S-3 2010 (Registration No. 333-164611) filed with the Commission on February 1, 2010).
- 4.2 Officers' Certificate of Berkshire Hathaway Inc, dated as of January 31, 2012 relating to (i) the 1.90% Senior Notes due 2017; and (ii) the 3.40% Senior Notes due 2022.
- 4.3 Form of 1.90% Senior Note due 2017.
- 4.4 Form of 3.40% Senior Note due 2022.
- 5.1 Opinion of Munger, Tolles & Olson LLP, dated January 31, 2012.
- 23.1 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1).

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.

January 31, 2012

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg

By: Marc D. Hamburg

Senior Vice President and Chief Financial Officer

Exhibit Index

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