

HOME DEPOT INC  
Form 8-K  
February 12, 2016

---

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): February 12, 2016

---

THE HOME DEPOT, INC.  
(Exact Name of Registrant as Specified in Charter)

---

Delaware	1-8207	95-3261426
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
2455 Paces Ferry Road, N.W., Atlanta, Georgia 30339		
(Address of Principal Executive Offices) (Zip Code)		
(770) 433-8211		
(Registrant's Telephone Number, Including Area Code)		
Not Applicable		
(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 February 12, 2016, The Home Depot, Inc. (the “Company”) completed a public offering of \$1,350,000,000 aggregate principal amount of 2.000% Senior Notes due April 1, 2021 (the “2021 Notes”), \$1,300,000,000 aggregate principal amount of 3.000% Senior Notes due April 1, 2026 (the “2026 Notes”) and \$350,000,000 aggregate principal amount of 4.250% Senior Notes due April 1, 2046 (the “2046 Notes” and, together with the 2021 Notes and the 2026 Notes, the “Notes”). The offering of the Notes was made pursuant to the Company’s shelf registration statement on Form S-3 (Registration No. 333-206550) filed with the Securities and Exchange Commission on August 25, 2015. The Notes were issued under an Indenture dated as of August 24, 2012 (the “Indenture”) between the Company and Deutsche Bank Trust Company Americas, as Trustee.

The Company previously issued \$1,250,000,000 aggregate principal amount of 4.250% Senior Notes due April 1, 2046 (the “Existing 2046 Notes”) on June 2, 2015, all of which remain outstanding. The 2046 Notes form a single series with the Existing 2046 Notes under the Indenture and have the same terms as the Existing 2046 Notes. The 2046 Notes have the same CUSIP number as the Existing 2046 Notes and traded interchangeably with the Existing 2046 Notes immediately upon settlement. The aggregate principal amount outstanding of the Company’s 4.250% Senior Notes due April 1, 2046 is \$1,600,000,000.

The foregoing summary is qualified by reference to the Indenture and the respective forms of global note for the offering, which are filed as exhibits to this Current Report on Form 8-K and are incorporated by reference herein and in the above-referenced shelf registration statement.

Item 9.01. Financial Statements and Exhibits.

The documents included as exhibits to this report are filed solely to provide information about their terms, are not intended to provide any factual or other information about the Company or the other parties to the agreements, and should not be relied upon by investors for any other purpose.

(d) Exhibits

Exhibit	Description
4.1	Indenture dated as of August 24, 2012 between the Company and Deutsche Bank Trust Company Americas, as Trustee - incorporated herein by reference to Exhibit 4.3 to the Company’s Registration Statement on Form S-3 (Registration No. 333-183621).
4.2	Form of 2.000% Senior Notes due April 1, 2021.
4.3	Form of 3.000% Senior Notes due April 1, 2026.
4.4	Form of 4.250% Senior Notes due April 1, 2046.
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1).

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.

THE HOME DEPOT, INC.

Date: February 12, 2016

By: /s/ Carol B. Tomé

Name: Carol B. Tomé

Title: Chief Financial Officer and Executive  
Vice President – Corporate Services

EXHIBIT INDEX

Exhibit	Description
4.1	Indenture dated as of August 24, 2012 between the Company and Deutsche Bank Trust Company Americas, as Trustee - incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-3 (Registration No. 333-183621).
4.2	Form of 2.000% Senior Notes due April 1, 2021.
4.3	Form of 3.000% Senior Notes due April 1, 2026.
4.4	Form of 4.250% Senior Notes due April 1, 2046.
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1).