

TEXAS INSTRUMENTS INC  
Form 8-K  
March 12, 2014

**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): March 5, 2014**

**TEXAS INSTRUMENTS INCORPORATED**  
**(Exact name of registrant as specified in charter)**

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

**001-03761**  
**(Commission**  
**file number)**  
**12500 TI BOULEVARD**

**75-0289970**  
**(I.R.S. employer**  
**identification no.)**

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**P.O. BOX 660199**

**DALLAS, TEXAS 75266-0199**

**(Address of principal executive offices)**

**Registrant's telephone number, including area code: (214) 479-3773**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. 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**

*Issuance of \$500 Million of Notes*

On March 12, 2014, Texas Instruments Incorporated ( Texas Instruments ) expects to consummate the issuance and sale of \$250,000,000 aggregate principal amount of its 0.875% Notes due 2017 and \$250,000,000 aggregate principal amount of its 2.750% Notes due 2021 (all together, the Notes ), pursuant to an underwriting agreement filed herewith as Exhibit 4.1 dated March 5, 2014 among Texas Instruments and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Mizuho Securities USA Inc., as representatives of the several underwriters named therein. The Notes will be issued pursuant to an Indenture dated as of May 23, 2011 (the Indenture ) between Texas Instruments and U.S. Bank National Association, as trustee, and an officers certificate issued pursuant thereto.

The Notes are being offered pursuant to Texas Instruments Registration Statement on Form S-3 filed on February 22, 2013 (Reg. No. 333-186803), including the prospectus contained therein (the Registration Statement ), and a related preliminary prospectus supplement dated March 5, 2014 and a prospectus supplement dated March 5, 2014.

The material terms and conditions of the Notes are set forth in the Indenture filed as Exhibit 4.2 to the Current Report of Texas Instruments on Form 8-K dated May 23, 2011 and the Officers Certificate filed herewith as Exhibit 4.2 and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit No.	Description
4.1	Underwriting Agreement, dated March 5, 2014, among the Company and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Mizuho Securities USA Inc., as representatives of the several underwriters named in Schedule II therein
4.2	Officers Certificate setting forth the terms of the Notes
5.1	Opinion of Davis Polk & Wardwell LLP
23.1	Consent of Davis Polk & Wardwell LLP (contained 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.

TEXAS INSTRUMENTS INCORPORATED

Date: March 12, 2014

By: /s/ Kevin P. March  
Kevin P. March  
Senior Vice President and Chief Financial Officer