

SHERWIN WILLIAMS CO  
Form 8-K  
July 31, 2015

**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): July 28, 2015**

**The Sherwin-Williams Company**

**(Exact Name of Registrant as Specified in its Charter)**

**Ohio**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**1-04851**  
**(Commission**  
**File Number)**

**34-0526850**  
**(IRS Employer**  
**Identification No.)**

**101 West Prospect Avenue**

**44115**

**Cleveland, Ohio**  
**(Address of Principal**

**(Zip Code)**

**Executive Offices)**

**(216) 566-2000**

**(Registrant's telephone number, including area code)**

**(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:

- .. 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.**

In connection with the sale of \$400,000,000 aggregate principal amount of 3.450% senior notes due 2025 and \$400,000,000 aggregate principal amount of 4.550% senior notes due 2045 by The Sherwin-Williams Company (the Company), the Company is filing herewith the following exhibits to its Registration Statement on Form S-3 (File No. 333-205897):

1. Underwriting Agreement, dated as of July 28, 2015, by and among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, acting as representatives of the several underwriters named therein.
2. Indenture, dated July 31, 2015, by and between the Company and Wells Fargo Bank, National Association as Trustee.
3. First Supplemental Indenture, dated July 31, 2015, by and between the Company and Wells Fargo Bank, National Association as Trustee (including Form of Note).
4. Second Supplemental Indenture, dated July 31, 2015, by and between the Company and Wells Fargo Bank, National Association, as Trustee (including Form of Note).
5. Opinion of Jones Day.
6. Ratio of Earnings to Fixed Charges.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of July 28, 2015, by and among the Company and Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, acting as representatives of the several underwriters named therein.
4.1	Indenture, dated July 31, 2015, by and between the Company and Wells Fargo Bank, National Association as Trustee.
4.2	First Supplemental Indenture, dated July 31, 2015, by and between the Company and Wells Fargo Bank, National Association as Trustee (including Form of Note).
4.3	Second Supplemental Indenture, dated July 31, 2015, by and between the Company and Wells Fargo Bank, National Association, as Trustee (including Form of Note).
5.1	Opinion of Jones Day.

- 12.1 Ratio of Earnings to Fixed Charges.
- 23.1 Consent of Jones Day (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.

**THE SHERWIN-WILLIAMS COMPANY**

July 31, 2015

By: /s/ Catherine M. Kilbane  
Catherine M. Kilbane  
Senior Vice President, General Counsel and  
Secretary

**Exhibit Index**

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