

Dr Pepper Snapple Group, Inc.
Form 8-K
December 01, 2010

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):

December 1, 2010

Dr Pepper Snapple Group, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-33829

98-0517725

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

5301 Legacy Drive, Plano, Texas

75024

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

972-673-7300

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:

- 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))

Top of the Form

Item 8.01 Other Events.

On December 1, 2010, Dr Pepper Snapple Group, Inc. (the "Company") issued a press release announcing the commencement of a private offer to exchange up to \$600 million in aggregate principal amount of its outstanding 6.82% Senior Notes due 2018 (2018 Notes) for a like principal amount of a new series of Senior Notes due 2020 (Exchange Notes) plus cash (Exchange Offer) and an additional offer to purchase up to \$600 million in aggregate principal amount of its 2018 Notes for cash only (Tender Offer).

The offers are only being conducted pursuant to the terms and subject to the conditions set forth in an offering memorandum, dated December 1, 2010, and the related letter of transmittal. The Exchange Offer is only made to holders of the 2018 Notes who certify their status as a "qualified institutional buyer" as defined in Rule 144A under the Securities Act of 1933. The Tender Offer is being made to all holders of the 2018 Notes.

Depending on market conditions and other considerations, the Company intends to fund the cash consideration in the Tender Offer (other than premiums above the par amount, which shall be paid with cash on hand) with proceeds from the issuance of a new series of senior, unsecured debt securities with terms substantially similar to those of the Exchange Notes, except that the Company anticipates that such debt securities will have a five year term and will be priced in accordance with general market conditions for debt securities of comparable maturities.

A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Dr Pepper Snapple Group, Inc. Press Release dated December 1, 2010---"Dr Pepper Snapple Group Announces Debt Exchange and Cash Tender Offers."

Forward-looking statements

This disclosure contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including, in particular, statements about future events, plans, strategies, expectations and prospects. Forward-looking statements include all statements that are not historical facts and can be identified by the use of forward-looking terminology such as the words "may," "will," "expect," "anticipate," "believe," "estimate," "plan," "intend" or the negative of these terms or similar expressions. The forward-looking statements have been based on our current views with respect to future events and financial performance. Our actual financial performance could differ materially from those projected in the forward-looking statements due to the inherent uncertainty of estimates, forecasts and projections, and our financial performance may be better or worse than anticipated. Given these uncertainties, you should not put undue reliance on any forward-looking statements. All of the forward-looking statements are qualified in their entirety by reference to the factors discussed under "Risk Factors" in Part I, Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2009, our other filings with the Securities and Exchange Commission, and the above-referenced offering memorandum. Forward-looking statements represent our estimates and assumptions only as of the date that they were made. We do not undertake any duty to update the forward-looking statements, and the estimates and assumptions associated with them, after the date of this release, except to the extent required by applicable securities laws.

Top of the Form

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.

Dr Pepper Snapple Group, Inc.

December 1, 2010

By: *James L. Baldwin, Jr.*

Name: James L. Baldwin, Jr.

Title: Executive Vice President & General Counsel

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Top of the Form

Exhibit Index

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Dr Pepper Snapple Group, Inc. Press Release dated December 1, 2010---"Dr Pepper Snapple Group Announces Debt Exchange and Cash Tender Offers." |