

ECOLAB INC  
Form 8-A12B  
July 08, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

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**FORM 8-A**

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**For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or 12(g) of the  
Securities Exchange Act**

**ECOLAB INC.**

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

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

**41-0231510**  
(IRS Employer Identification No.)

**370 Wabasha Street North  
Saint Paul, Minnesota**  
(Address of principal executive offices)

**55102**  
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class  
to be so Registered  
2.625% Euro Notes due 2025**

**Name of Each Exchange on which  
Each Class is to be Registered  
New York Stock Exchange**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.  X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.  O

Securities Act registration statement file number to which this form relates: 333-201445

Securities to be registered pursuant to Section 12(g) of the Act: None

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1: Description of Registrant's Securities to be Registered**

The title of the securities to be registered hereunder are 2.625% Euro Notes due 2025. For a description of the securities to be registered hereunder, reference is made to the information under the heading "Description of the Notes" and under the heading "Description of Debt Securities," respectively, in the prospectus supplement that the registrant filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 424(b) under the Securities Act of 1933, as amended, dated July 1, 2015, and the prospectus dated January 12, 2015, contained in the registrant's effective registration statement on Form S-3 (Registration No. 333-201445), which registration statement was filed with the Commission on January 12, 2015, which information is incorporated herein by reference and made part of this registration statement in its entirety.

**Item 2: Exhibits**

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|-------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Exhibit 4.1 | Indenture, dated as of January 12, 2015, between the Company and Wells Fargo Bank, National Association incorporated herein by reference to Exhibit 4.1 of the Company's Current Report on Form 8-K filed on January 15, 2015.                                                                                                                                                      |
| Exhibit 4.2 | Second Supplemental Indenture, dated as of July 8, 2015, by and among the Company, Wells Fargo Bank, National Association, Elavon Financial Services Limited, UK Branch, as paying agent, and Elavon Financial Services Limited, as transfer agent and registrar incorporated herein by reference to Exhibit 4.2 of the Company's Current Report on Form 8-K filed on July 8, 2015. |
| Exhibit 4.3 | Form of 2.625% Euro Notes due 2025 (included in Exhibit 4.2 above).                                                                                                                                                                                                                                                                                                                 |

**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.

**ECOLAB INC.**

Date: July 8, 2015

By: /s/ DAVID F. DUVICK  
Name: David F. Duvick  
Title: Assistant Secretary