

PARKER HANNIFIN CORP  
Form 8-K  
November 21, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): November 21, 2014**

**PARKER-HANNIFIN CORPORATION**  
**(Exact Name of Registrant as Specified in Charter)**

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

**1-4982**  
**(Commission**  
  
**File Number)**

**34-0451060**  
**(IRS Employer**  
  
**Identification No.)**

**6035 Parkland Blvd., Cleveland, Ohio**  
**(Address of Principal Executive Offices)**

**44124-4141**  
**(Zip Code)**

**Registrant's telephone number, including area code: (216) 896-3000**

**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))

**Item 8.01. Other Events.**

Parker-Hannifin Corporation (the Company) is filing herewith the following exhibits to its Registration Statement on Form S-3ASR (File No. 333-186741):

1. Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.;
2. Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.;
3. Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated;
4. Amendment No. 3 to Amended and Restated U.S. Distribution Agreement, dated as of March 19, 2013, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Mizuho Securities USA Inc. and J.P. Morgan Securities LLC;
5. Opinion of Jones Day relating to the legality of certain notes;
6. Opinion of Jones Day relating to certain tax matters; and
7. Consents of Jones Day.

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

(d) Exhibits.

Exhibit Number	Description
1.1	Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc.

Edgar Filing: PARKER HANNIFIN CORP - Form 8-K

(incorporated by reference to Exhibit 1.1 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).

- 1.2 Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc. (incorporated by reference to Exhibit 1.2 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).
- 1.3 Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated (incorporated by reference to Exhibit 1.3 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).

- 1.4 Amendment No. 3 to Amended and Restated U.S. Distribution Agreement, dated as of March 19, 2013, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Mizuho Securities USA Inc. and J.P. Morgan Securities LLC.
- 5.1 Opinion of Jones Day relating to the legality of certain notes.
- 8.1 Opinion of Jones Day relating to certain tax matters.
- 23.1 Consent of Jones Day (included in Exhibit 5.1).
- 23.2 Consent of Jones Day (included in Exhibit 8.1).

**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.

**PARKER-HANNIFIN CORPORATION**

By: /s/ Joseph R. Leonti

Name: Joseph R. Leonti  
Title: Vice President, General Counsel  
and Secretary

Date: November 21, 2014

**EXHIBIT INDEX**

Exhibit Number	Description
1.1	Amended and Restated U.S. Distribution Agreement, dated as of September 17, 2007, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., ABN AMRO Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc. (incorporated by reference to Exhibit 1.1 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).
1.2	Amendment No. 1 to Amended and Restated U.S. Distribution Agreement, dated as of May 28, 2008, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets, Inc., Goldman, Sachs & Co., Greenwich Capital Markets, Inc., Banc of America Securities LLC and KeyBanc Capital Markets Inc. (incorporated by reference to Exhibit 1.2 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).
1.3	Amendment No. 2 to Amended and Restated U.S. Distribution Agreement, dated as of September 7, 2010, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., Banc of America Securities LLC, KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated (incorporated by reference to Exhibit 1.3 to the Company's Report on Form 8-K filed with the Commission on September 17, 2010 (Commission File No. 001-04982)).
1.4	Amendment No. 3 to Amended and Restated U.S. Distribution Agreement, dated as of March 19, 2013, by and among the Company and Morgan Stanley & Co. Incorporated, Citigroup Global Markets Inc., Goldman, Sachs & Co., RBS Securities Inc., KeyBanc Capital Markets Inc., Barclays Capital Inc. and Merrill Lynch, Pierce Fenner & Smith Incorporated, Wells Fargo Securities, LLC, Mizuho Securities USA Inc. and J.P. Morgan Securities LLC.
5.1	Opinion of Jones Day relating to the legality of certain notes.
8.1	Opinion of Jones Day relating to certain tax matters.
23.1	Consent of Jones Day (included in Exhibit 5.1).
23.2	Consent of Jones Day (included in Exhibit 8.1).