

3M CO  
Form 8-K  
October 03, 2012

**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): **September 28, 2012**

**3M COMPANY**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation)

**File No. 1-3285**  
(Commission File Number)

**3M Center, St. Paul, Minnesota**  
(Address of Principal Executive Offices)

**41-0417775**  
(IRS Employer Identification No.)

**55144-1000**  
(Zip Code)

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(651) 733-1110

(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))
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Item 1.01 Entry Into A Material Definitive Agreement

On September 28, 2012, 3M Company entered into a \$1.5 billion, amended and restated five-year revolving credit agreement (the Credit Agreement) with J.P. Morgan Securities LLC and Citicorp Global Markets Inc. as joint lead arrangers and joint bookrunners, JPMorgan Chase Bank, N.A. as administrative agent, Citibank, N.A. as syndication agent, Deutsche Bank Securities Inc. as documentation agent, and a syndicate of lenders as defined in the Credit Agreement. The Credit Agreement amended and restated the \$1.5 billion, five-year revolving credit agreement dated as of August 5, 2011 among 3M, the lenders named therein and JPMorgan Chase Bank, N.A. as administrative agent.

Under the Credit Agreement, 3M pays a facility fee that varies between 0.045% and 0.100%, depending on our credit rating. Revolving advances denominated in U.S. Dollars carry, at 3M's option, either the base rate of interest in effect plus the applicable margin, or the eurocurrency rate which is a periodic fixed LIBOR plus the applicable margin. Borrowings denominated in a currency other than U.S. Dollars carry the eurocurrency rate. The base rate of interest is the highest of (i) JPMorgan Chase Bank, N.A.'s prime rate, (ii) the Federal Funds Rate plus 0.50%, or (iii) one-month LIBOR plus 1.00%. The applicable margin includes a market rate spread which is a rate per annum equal to the credit default swap mid-rate spread of 3M for the applicable tenor. This spread varies between 0.100% and 1.125% depending on our credit rating. The applicable margin for eurocurrency rate advances is the market rate spread. The applicable margin for base rate advances is the market rate spread minus 1.00% (but not less than 0%).

The Credit Agreement includes a provision under which 3M may request an increase of the total facility up to \$2 billion, with the grant of such request at the lenders' discretion. The Credit Agreement contains customary representations, warranties and covenants, including but not limited to covenants restricting our ability to incur liens, merge or consolidate with another entity. Further, the Credit Agreement contains a covenant requiring us to maintain our EBITDA to Interest Ratio as of the end of each quarter at not less than 3.0 to 1. This is calculated as the ratio of consolidated EBITDA for the four consecutive quarters then ended to interest payable on all funded debt for the same period.

The full terms and conditions of the credit facility are set forth in the Credit Agreement. A copy of the Credit Agreement is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Some of the lenders named under the Credit Agreement and their affiliates have various relationships with 3M and its subsidiaries involving the provision of financial services, including cash management, investment banking, foreign exchange and trust services.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant

The information described above under Item 1.01. Entry into a Material Definitive Agreement with respect to the Credit Agreement is hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits:

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**Exhibit  
Number**  
10.1

**Description of Exhibits**  
Amended and Restated Five Year Credit Agreement dated as of September 28, 2012

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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 thereunto duly authorized.

3M COMPANY

By: /s/ Gregg M. Larson  
Gregg M. Larson,  
Deputy General Counsel & Secretary

Dated: October 3, 2012

INDEX TO EXHIBITS

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibits</b>   |
|---------------------------|--|
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