

BRUNSWICK CORP
Form 8-K
December 18, 2018

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): December 18, 2018

BRUNSWICK CORPORATION

(Exact Name of Registrant Specified in Charter)

Delaware 001-01043 36-0848180
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

26125 N. Riverwoods Blvd. Suite 500
Mettawa, Illinois 60045-4811
(Address of Principal Executive Offices) (Zip Code)

Registrant’s telephone number, including area code: (847) 735-4700

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events

On November 26, 2018, Brunswick Corporation (the “Company”) entered into an Underwriting Agreement among the Company and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities LLC, as representatives of the several underwriters listed in Schedule 1 thereof, in connection with the offer and sale of \$115.0 million aggregate principal amount of the Company’s 6.625% Senior Notes due 2049 (the “2049 Notes”). The Company also granted the underwriters a 30-day option to purchase up to an additional \$17.25 million principal amount of the Company’s 2049 Notes to cover over-allotments, if any (the “Additional Notes” and, together with the 2049 Notes, the “Notes”). On December 13, 2018, the underwriters notified the Company that they exercised their option to purchase \$10.0 million aggregate principal amount of Additional Notes, at the public offering price, plus accrued interest, less the underwriting discount.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description of Exhibit

5.1 Opinion letter of Cravath, Swaine & Moore LLP regarding the validity of the Notes (incorporated by reference to Exhibit 5.1 to the Registrant’s Current Report on Form 8-K filed December 3, 2018).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRUNSWICK CORPORATION

Dated: December 18, 2018 By: /s/ William L. Metzger

Name: William L. Metzger

Title: Senior Vice President and Chief
Financial Officer

EXHIBIT INDEX

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