

EASTMAN CHEMICAL CO
Form 425
May 30, 2012

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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): May 29, 2012

EASTMAN CHEMICAL COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12626
(Commission
File Number)

62-1539359
(IRS Employer
Identification No.)

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200 South Wilcox Drive

Kingsport, TN
(Address of Principal Executive Offices)

37662
(Zip Code)

Registrant's telephone number, including area code: (423) 229-2000

None

(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

On May 29, 2012, Eastman Chemical Company (the Company) issued a press release announcing its offering of \$2.4 billion aggregate principal amount of notes. The offering of notes is expected to close on June 5, 2012. The Company intends to use the net proceeds from the sale of the notes to pay a portion of the merger consideration relating to the Company's pending acquisition of Solutia Inc. Pending the application of the net proceeds, the Company will invest the net proceeds in short-term investments. A copy of the Company's press release is filed as Exhibit 99.1 hereto, and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Number	Exhibit
99.1	Press release dated May 29, 2012

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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.

EASTMAN CHEMICAL COMPANY

Date: May 29, 2012

By: /s/ Mary D. Hall
Name: Mary D. Hall
Title: Vice President and Treasurer

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EXHIBIT INDEX

Exhibit Number	Exhibit
99.1	Press release dated May 29, 2012

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