

GRAINGER W W INC  
Form 8-K  
February 19, 2014

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 EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported):  
February 19, 2014

W.W. Grainger, Inc.  
(Exact name of Registrant as Specified in its Charter)

Illinois (State or Other Jurisdiction of Incorporation)	1-5684 (Commission File Number)	36-1150280 (I.R.S. Employer Identification No.)
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100 Grainger Parkway, Lake Forest, Illinois 60045  
(Address of Principal Executive Offices and Zip Code)

(847) 535-1000  
(Registrant's Telephone Number, Including Area Code)

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.

As described in the attached press release, the Company has announced its slate of nominees for directors for the April 30, 2014 annual meeting. As further described in the press release, John W. McCarter, Jr., who has served as a member of the Company's Board of Directors since 1990, will not stand for reelection.

A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits (numbered in accordance with Item 601 of Regulation S-K).

Exhibit No.	Document Description
99.1	Press release issued by the Company on February 19, 2014

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.

Dated: February 19, 2014

W.W. GRAINGER, INC.

By: /s/ David L. Rawlinson  
David L. Rawlinson  
Corporate Secretary