

VALERO ENERGY CORP/TX  
Form 8-K  
May 22, 2018

**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): May 17, 2018**

**VALERO ENERGY CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**1-13175**  
**(Commission**

**File Number)**

**74-1828067**  
**(IRS Employer**

**Identification No.)**

**One Valero Way**

**78249**

**San Antonio, Texas**

**(Address of principal executive offices)**

**(Zip Code)**

**Registrant's telephone number, including area code: (210) 345-2000**

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 (see General Instruction A.2. below):

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 May 17, 2018, Valero Energy Corporation (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein, relating to the issue and sale of \$750,000,000 aggregate principal amount of its 4.350% Senior Notes due 2028 (the Notes). The Notes are to be issued pursuant to an Indenture, dated March 10, 2015 between the Company and U.S. Bank National Association, as trustee (the Indenture).

The offering of the Notes was registered under the Securities Act of 1933, as amended, pursuant to the Registration Statement on Form S-3 (Registration No. 333-224993) of the Company, and is being made pursuant to the prospectus dated May 17, 2018, as supplemented by the prospectus supplement dated May 17, 2018 (collectively, the

Prospectus), filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act. The description of the Notes and the Indenture are set forth in the Prospectus and are incorporated herein by reference. The issuance and sale of the Notes is expected to close on June 1, 2018. The Underwriting Agreement is filed as Exhibit 1.1 to this Current Report.

This Current Report is not an offer to sell or the solicitation of an offer to buy any securities issued in connection with the Notes offering, nor shall there be any sale of the securities issued in such offering in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Such securities are being offered only by means of a prospectus, including a prospectus supplement relating to such securities, meeting the requirements of Section 10 of the U.S. Securities Act of 1933.

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

(d) Exhibits.

- 1.1 Underwriting Agreement dated May 17, 2018 among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated; J.P. Morgan Securities LLC; Morgan Stanley & Co. LLC; and Wells Fargo Securities, LLC, as representatives of the several underwriters named therein.

**SIGNATURE**

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.

VALERO ENERGY CORPORATION

Date: May 22, 2018

By: /s/ Jay D. Browning  
Jay D. Browning  
Executive Vice President and General Counsel