

Motorola Solutions, Inc.
Form 8-K
September 06, 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): September 5, 2018

Motorola Solutions, Inc.

(Exact Name of Registrant as Specified in Charter)

DELAWARE

(State or Other Jurisdiction of Incorporation)

1-7221
(Commission File Number)

36-1115800
(IRS Employer Identification No.)

500 W. Monroe Street

Chicago, Illinois
(Address of Principal Executive Offices)

60661
(Zip Code)

Registrant's telephone number, including area code: (847) 576-5000

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.

Motorola Solutions, Inc. (the Company) previously issued \$1,000,000,000 principal amount of its 2.0% Convertible Senior Notes due 2020 (the Convertible Notes), all of which are held by investment funds affiliated with Silver Lake Partners (the Holders). The Convertible Notes are convertible into Company common stock based on a conversion rate of 14.8252 as of the date of this report, per \$1,000 principal amount of the Convertible Notes.

On September 5, 2018, the Company has agreed with one of the Holders to purchase from such Holder \$200,000,000 in principal amount of the Convertible Notes for aggregate consideration of \$368,855,436.80 in cash, inclusive of conversion premium. Settlement of the purchase is expected to occur in full on or before October 17, 2018. The Company expects to pay the cash consideration for the \$200,000,000 principal amount with funds from existing credit facilities and/or funds obtained from new debt financing and the remainder of the consideration will be paid with cash on the balance sheet.

A press release related to the purchase is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|-------------|--|
| 99.1 | <u>Press Release, dated September 6, 2018.</u> |

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 hereunto duly authorized.

MOTOROLA SOLUTIONS, INC.

(Registrant)

Dated: September 6, 2018

By: /s/ Kristin L. Kruska

Name: Kristin L. Kruska

Title: Corporate Vice President,

Transactions, Corporate and Securities

Law and Secretary