

3M CO
Form 8-K
June 24, 2015

**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): **June 22, 2015**

3M Company

(Exact name of registrant as specified in its Charter)

| | | |
|--|---|--|
| Delaware (State or other jurisdiction of incorporation) | 1-3285 (Commission File Number) | 41-0417775 (I.R.S. Employer Identification No.) |
|--|---|--|

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|---|---------------------------------|
| 3M Center, St. Paul, Minnesota (Address of Principal Executive Offices) | 55144-1000 (Zip Code) |
|---|---------------------------------|

Registrant's telephone number, including area code: **(651) 733-1110**

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 (*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))

Item 7.01. Regulation FD Disclosure

On June 22, 2015, 3M Company (the “Company”) announced that it has entered into a definitive agreement with Hupa Investor Holdings S.à.r.l., an affiliate of KKR & Co. LP, and certain other sellers to acquire all of the outstanding share capital of Capital Safety Group S.à.r.l. and its subsidiaries (collectively, “Capital Safety”).

Item 8.01. Other Events

On June 22, 2015, the Company issued a press release regarding acquisition, a copy of which is being filed herewith as Exhibit 99.1 and is incorporated by reference herein. The website and social media addresses of the Company and websites of KKR & Co. LP and Capital Safety are included in the press release as an inactive textual reference only and the information contained on these websites are not part of the press release and shall not be deemed incorporated by reference in, and should not be considered to be a part of, this Current Report on Form 8-K.

The press release contains forward-looking information about the Company’s financial results, estimates and business prospects and the combined company’s plans, objectives and expectations that involve substantial risks and uncertainties. You can identify these statements by the use of words such as “anticipate,” “estimate,” “expect,” “aim,” “may,” “potential,” “project,” “approximately,” “intend,” “plan,” “believe,” “will,” “would,” “should,” “could,” “target,” “forecast” and terms of similar meaning in connection with any discussion of future operating or financial performance or business plans or prospects. Among the factors that could cause actual results to differ materially are the following: (1) worldwide economic and capital markets conditions and other factors beyond the Company's control, including natural and other disasters affecting the operations of the Company or its customers and suppliers; (2) the Company's credit ratings and its cost of capital; (3) competitive conditions and customer preferences; (4) foreign currency exchange rates and fluctuations in those rates; (5) the timing and market acceptance of new product offerings; (6) the availability and cost of purchased components, compounds, raw materials and energy (including oil and natural gas and their derivatives) due to shortages, increased demand or supply interruptions (including those caused by natural and other disasters and other events); (7) the impact of acquisitions, strategic alliances, divestitures, and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring; (8) generating fewer productivity improvements than estimated; (9) unanticipated problems or delays with the phased implementation of a global enterprise resource planning (ERP) system, or security breaches and other disruptions to the Company's information technology infrastructure; (10) the possibility that certain assumptions with respect to Capital Safety or the transaction could prove to be inaccurate, (11) failure to receive, delays in the receipt of, or unacceptable or burdensome conditions imposed in connection with, all required regulatory approvals and the satisfaction of the closing conditions to the transaction and (12) legal proceedings, including significant developments that could occur in the legal and regulatory proceedings described in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, and its subsequent quarterly reports on Form 10-Q (the “Reports”). Changes in such assumptions or factors could produce significantly different results. A further description of these factors is located in the Reports under “Cautionary Note Concerning Factors That May Affect Future Results” and “Risk Factors” in Part I, Items 1 and 1A (Annual Report) and in Part I, Item 2 and Part II, Item 1A (Quarterly Report). The information contained in this news release is as of the date indicated. The Company assumes no obligation to

update any forward-looking statements contained in this news release as a result of new information or future events or developments.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Text of the press release dated June 23, 2015

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, thereunto duly authorized.

Date: June 24, 2015 **3M Company**

By: /s/ Gregg M. Larson
Gregg M. Larson,
Deputy General Counsel and Secretary