

GOODYEAR TIRE & RUBBER CO /OH/
Form 8-K
November 02, 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): November 2, 2015

THE GOODYEAR TIRE & RUBBER COMPANY

(Exact name of registrant as specified in its charter)

Ohio
(State or other jurisdiction
of incorporation)

1-1927
(Commission
File Number)

34-0253240
(I.R.S. Employer
Identification No.)

200 Innovation Way, Akron, Ohio
(Address of principal executive offices)

44316-0001
(Zip Code)

Registrant's telephone number, including area code: (330) 796-2121

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 October 1, 2015, The Goodyear Tire & Rubber Company (the Company) completed the previously announced dissolution of its global alliance with Sumitomo Rubber Industries, Ltd. (SRI) in accordance with the terms and conditions set forth in the Framework Agreement, dated as of June 4, 2015 (the Agreement), by and between the Company and SRI. As result of the completion of certain of the transactions contemplated by the Agreement:

1. the Company acquired from SRI the 25% interest in Goodyear Dunlop Tires Europe B.V. (GDTE) held by SRI;
2. the Company sold to SRI the 75% interest in Goodyear Dunlop Tires North America, Ltd. (GDTNA) held by the Company;
3. the Company sold to SRI the 25% interest in Dunlop Goodyear Tires Ltd. (DGT) held by the Company;
4. the Company acquired from SRI the 75% interest in Nippon Goodyear Ltd. (NGY) held by SRI;
5. the Company sold to SRI the Huntsville, Alabama test track used by GDTNA;
6. SRI obtained exclusive rights to sell Dunlop-brand tires in those countries that were previously non-exclusive under the global alliance, including Russia, Turkey and certain countries in Africa;
7. the Company paid to SRI the net amount of \$271 million; and
8. the Company entered into and delivered a promissory note to GDTNA in the initial principal amount of \$56 million.

Following the dissolution, the following transactions contemplated by the Agreement will occur:

1. the Company will liquidate and dissolve a technology joint venture company (the Technology JV) and a purchasing joint venture company (the Purchasing JV) and distribute the remaining assets and liabilities of the Technology JV and the Purchasing JV to the Company and SRI in accordance with their respective ownership interests; and
2. the Company and SRI shall conduct an orderly sale of the common stock held by the Company in SRI and by SRI in the Company.

The Company is filing this Form 8-K to update the pro forma financial information previously filed by the Company as Exhibit 99.1 to the Form 8-K filed October 1, 2015.

Item 9.01. Financial Statements and Exhibits.

(b) Pro forma financial information.

The unaudited pro forma consolidated balance sheet as of September 30, 2015, which reflects adjustments for the disposition to SRI of the Company's 75% interest in GDTNA, 25% interest in DGT and Huntsville, Alabama test track, as well as the liquidation, dissolution and distribution of the assets and liabilities of the Technology JV and the Purchasing JV, and the acquisition of SRI's 75% interest in NGY and 25% interest in GDTE, as if they had occurred on September 30, 2015, and the unaudited pro forma consolidated statements of operations for the fiscal year ended December 31, 2014 and for the nine months ended September 30, 2015, which reflect adjustments for the disposition to SRI of the Company's 75% interest in GDTNA, 25% interest in DGT and Huntsville, Alabama test track, as well as the liquidation, dissolution and distribution of the assets and liabilities of the Technology JV and the Purchasing JV as if they had occurred on January 1, 2014, are filed as Exhibit 99.1 to this Current Report on Form 8-K.

(d) Exhibits.

99.1 Unaudited pro forma consolidated balance sheet as of September 30, 2015 and unaudited pro forma consolidated statements of operations for the fiscal year ended December 31, 2014 and the nine months ended September 30, 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 hereunto duly authorized.

THE GOODYEAR TIRE & RUBBER COMPANY

Date: November 2, 2015

By /s/ Laura K. Thompson
Laura K. Thompson
Executive Vice President and Chief Financial
Officer