

CLOROX CO /DE/
Form 8-K
November 22, 2004

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

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 22, 2004

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

1-07151

31-0595760

(Commission File Number)

(I.R.S. Employer Identification No.)

1221 Broadway, Oakland, California 94612-1888

(Address of principal executive offices) (Zip code)

(510) 271-7000

(Registrant's telephone number, including area code)

(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 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

On October 6, 2004, The Clorox Company (the "Company") entered into a Share Exchange Agreement (the "Agreement") with Henkel and the Company were parties to various agreements, which are summarized in the Certain Relationships and Transactions section of the Company's 2004 Annual Report on Form 10-K. Three Henkel nominees who served on the Company's board resigned at closing. The Company's disinterested directors approved the Transaction. The consideration given by Henkel for Clorox's interest in the subsidiary was 61,386,509 shares of common stock of the Company. The source of the funds used initially to fund the Transaction was commercial paper as described in the Company's Form 10-K. The pro forma statement of earnings and pro forma consolidated balance sheet required by Item 9.01 is attached as Exhibit 99.1.

item 5.02(b) departure of directors

Messrs. Christoph Henkel and Michael Shannon and Dr. Klaus Morwind, directors nominated by Henkel pursuant to the

item 5.02(d) Election of director

Mr. Michael Shannon was re-elected to the board effective November 22, 2004. There was no arrangement or understanding

ITEM 7.01 REGULATION FD DISCLOSURE

On November 22, 2004, The Clorox Company issued a press release, a copy of which is attached as Exhibit 99-2.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed by

THE CLOROX COMPANY

Date: November 22, 2004

By: /s/ PETER D. BEWLEY

Peter D. Bewley

Senior Vice President –

General Counsel