

EMERSON ELECTRIC CO  
Form 8-K  
August 06, 2013

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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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): August 6, 2013

Emerson Electric Co.

-----  
(Exact Name of Registrant as Specified in Charter)

Missouri

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(State or Other Jurisdiction of Incorporation)

1-278

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(Commission  
File Number)

43-0259330

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(I.R.S. Employer Identification Number)

8000 West Florissant Avenue  
St. Louis, Missouri

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(Address of Principal Executive Offices)

63136

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(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000  
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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 2.02 Results of Operations and Financial Condition

### Quarterly Results Press Release

On Tuesday, August 6, 2013, a press release was issued regarding the third quarter 2013 results of Emerson Electric Co. (the “Company”). A copy of this press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

References to orders in the press release refer to the Company’s trailing three-month average orders growth versus the prior year, excluding acquisitions and divestitures, as reported in our Form 8-K filed on July 22, 2013.

### Non-GAAP Financial Measures

The press release contains non-GAAP financial measures as such term is defined in Regulation G under the rules of the Securities and Exchange Commission. While the Company believes these non-GAAP financial measures are useful in evaluating the Company, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Further, these non-GAAP financial measures may differ from similarly titled measures presented by other companies. The reasons management believes that these non-GAAP financial measures provide useful information are set forth in the Company’s most recent Form 10-K filed with the Securities and Exchange Commission.

## Item 8.01 Other Events

On July 31, 2013, the Company entered into a purchase agreement with Platinum Equity Advisors, LLC for the sale of a 51 percent controlling interest in the Company’s embedded computing and power business. The Company will receive net cash proceeds of approximately \$300 million and retain a 49 percent noncontrolling interest in the business, which will operate as an independent company. A copy of the Company’s press release announcing the transaction is furnished with this Current Report on Form 8-K as Exhibit 99.2.

## Forward-Looking and Cautionary Statements

Statements in this press release that are not strictly historical may be “forward-looking” statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include our ability to complete the embedded computing and power transaction, as well as economic and currency conditions, market demand, pricing, protection of intellectual property, and competitive and technological factors, among others, as set forth in the Company’s most recent Annual Report on Form 10-K and subsequent reports filed with the SEC.

## Item 9.01 Financial Statements and Exhibits

### (d) Exhibits.

| Exhibit Number | Description of Exhibits  |
|----------------|--|
| 99.1           | Emerson’s August 6, 2013 press release announcing third quarter 2013 results.                    |
| 99.2           | Emerson’s August 6, 2013 press release announcing sale of embedded computing and power business. |

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.

EMERSON ELECTRIC CO.  
(Registrant)

Date: August 6, 2013

By: /s/ John G. Shively  
John G. Shively  
Assistant General Counsel and  
Assistant Secretary

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EXHIBIT INDEX

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