

BERKSHIRE HATHAWAY INC
Form 8-K
March 16, 2015

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) March 16, 2015

BERKSHIRE HATHAWAY INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

**DELAWARE
(STATE OR OTHER
JURISDICTION
OF INCORPORATION)**

**001-14905
(COMMISSION
FILE NUMBER)**

**47-0813844
(I.R.S. EMPLOYER
IDENTIFICATION NO.)**

3555 Farnam Street

68131

Omaha, Nebraska

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(ZIP CODE)

(402) 346-1400

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE

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 8.01 Other Events.

On March 16, 2015, Berkshire Hathaway Inc. (Berkshire) issued (i) 750,000,000 aggregate principal amount of its 0.75% Senior Notes due 2023, (ii) 1,250,000,000 aggregate principal amount of its 1.125% Senior Notes due 2027, and (iii) 1,000,000,000 aggregate principal amount of its 1.625% Senior Notes due 2035 ((i), (ii), and (iii) collectively, the Notes) under a registration statement on Form S-3 under the Securities Act of 1933, as amended (the Securities Act), filed with the Securities and Exchange Commission (the Commission) on January 28, 2013 (Registration No. 333-186257) (the Registration Statement). The Notes were sold pursuant to an underwriting agreement entered into on March 5, 2015, by and between (a) Berkshire and (b) Deutsche Bank AG, London Branch, Goldman, Sachs & Co., Merrill Lynch International and Wells Fargo Securities International Limited.

The Notes are issued under an Indenture, dated as of February 1, 2010, by and among Berkshire, Berkshire Hathaway Finance Corporation, and The Bank of New York Mellon Trust Company, N.A., as trustee (the Indenture), and officers' certificates dated as of March 16, 2015 by Berkshire with respect to the Notes (the Officers' Certificates).

The relevant terms of the Notes and the Indenture are further described under the caption Description of the Notes in the prospectus supplement, dated March 5, 2015, filed with the Commission by Berkshire on March 6, 2015, pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, and in the section entitled Description of the Debt Securities in the base prospectus, dated January 28, 2013, included in the Registration Statement, which descriptions are incorporated herein by reference.

A copy of the Indenture is set forth in Exhibit 4.1 of Berkshire's registration statement on Form S-3 under the Securities Act filed with the Commission on February 1, 2010 (Registration No. 333-164611) and is incorporated herein by reference. Copies of the Officers' Certificates (including the forms of the Notes) are attached hereto as Exhibits 4.2, 4.3, and 4.4 and are incorporated herein by reference. The descriptions of the Indenture, the Officers' Certificates and the Notes in this report are summaries and are qualified in their entirety by the terms of the Indenture, the Officers' Certificates and the Notes, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated March 5, 2015, by and between (a) Berkshire Hathaway Inc. and (b) Deutsche Bank AG, London Branch, Goldman, Sachs & Co., Merrill Lynch International and Wells Fargo Securities International Limited.
- 4.1 Indenture, dated as of February 1, 2010, among Berkshire Hathaway Inc., Berkshire Hathaway Finance Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of Berkshire's Registration Statement on Form S-3 (Registration No. 333-164611) filed with the Commission on February 1, 2010).
- 4.2 Officers' Certificate of Berkshire Hathaway Inc., dated as of March 16, 2015, including the form of Berkshire Hathaway Inc.'s 0.75% Senior Notes due 2023.
- 4.3 Officers' Certificate of Berkshire Hathaway Inc., dated as of March 16, 2015, including the form of Berkshire Hathaway Inc.'s 1.125% Senior Notes due 2027.
- 4.4 Officers' Certificate of Berkshire Hathaway Inc., dated as of March 16, 2015, including the form of Berkshire Hathaway Inc.'s 1.625% Senior Notes due 2035.

- 5.1 Opinion of Munger, Tolles & Olson LLP, dated March 16, 2015.
- 23.1 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1).

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.

March 16, 2015

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg

By: Marc D. Hamburg

Senior Vice President and Chief Financial Officer

[8-K Signature Page]

Exhibit Index

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