

TIMKEN CO
Form 8-K
October 06, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): October 6, 2015

THE TIMKEN COMPANY

(Exact Name of Registrant as Specified in its Charter)

Ohio

**(State or Other Jurisdiction
of Incorporation)**

1-1169
(Commission

34-0577130
(IRS Employer

File Number)

Identification No.)

4500 Mt. Pleasant St. N.W., North Canton, Ohio 44720-5450

(Address of Principal Executive Offices) (Zip Code)

(234) 262-3000

(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 8.01 Other Events.

On October 6, 2015, The Timken Company (Timken) entered into a stock purchase agreement to sell its aerospace MRO parts business to Kaman Corporation (NYSE: KAMN) of Bloomfield, Connecticut. Timken Alcor Aerospace Technologies, Inc., which had 2014 sales of approximately \$20 million and is located in Mesa, Arizona, engineers aftermarket components. The divestiture, which is expected to close in the fourth quarter, is the result of Timken s strategic review of this business, announced last year.

Certain statements (including statements regarding the company s estimates and expectations) that are not historical in nature are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. In particular, the statement regarding the company s expectation regarding the closing date of the transaction is forward-looking. The company cautions that actual results may differ materially from those projected or implied in forward-looking statements due to a variety of important factors, including: the inability to complete the disposition due to either the failure to satisfy any condition to the closing of the transaction, or the occurrence of any event, change or other circumstance that could give rise to the termination of the purchase agreement. Except as required by the federal securities laws, the company undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

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 TIMKEN COMPANY

By: /s/ William R. Burkhart
William R. Burkhart

Executive Vice President, General
Counsel and Secretary

Date: October 6, 2015