

FERRO CORP  
Form 8-K  
July 17, 2014

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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):

July 16, 2014

Ferro Corporation

(Exact name of registrant as specified in its charter)

Ohio

(State or other jurisdiction  
of incorporation)

1-584

(Commission  
File Number)

34-0217820

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

6060 Parkland Boulevard, Mayfield Heights,  
Ohio

44124

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

216-875-5600

Not Applicable

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))



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**Item 7.01 Regulation FD Disclosure.**

On July 16, 2014, Ferro Corporation (the "Company") issued a press release (the "Press Release"), announcing that it has commenced a tender offer for all of its outstanding 7.875% Senior Notes due 2018 (the "Notes"). The principal amount outstanding on the Notes is \$250.0 million. The Company also announced a concurrent consent solicitation to solicit consents for proposed amendments to the Indenture, dated August 24, 2010, by and between Ferro and Wilmington Trust, National Association (successor by merger to Wilmington Trust FSB), as trustee (the "Trustee"), as supplemented by the First Supplemental Indenture, dated August 24, 2010, by and between Ferro and the Trustee (collectively, the "Indenture"), under which the Notes were issued to, among other things, eliminate substantially all of the restrictive covenants and certain events of default and to modify other provisions contained in the Indenture.

A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated in this Item 7.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 99.1: Press release

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**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.

Ferro Corporation

*July 17, 2014*

By: *Jeffrey L. Rutherford*

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*Name: Jeffrey L. Rutherford*

*Title: Vice President and Chief Financial Officer*

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Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release