

Item 8.01. Other Events.

On October 31, 2016, Illinois Tool Works Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC and Citigroup Global Markets Inc. as representatives of the several underwriters listed therein (collectively, the “Underwriters”), pursuant to which the Company agreed to sell and the Underwriters agreed to purchase, subject to and upon terms and conditions set forth therein, \$1,000,000,000 in aggregate principal amount of 2.650% notes due November 15, 2026 (the “Notes”). A copy of the Underwriting Agreement is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The Notes are being sold pursuant to the Company’s Registration Statement on Form S-3 (No. 333-206213) and the Prospectus included therein (the “Registration Statement”), filed by the Company with the Securities and Exchange Commission on August 7, 2015, and the Prospectus Supplement relating thereto dated October 31, 2016 and filed with the Commission on November 1, 2016. The Notes will be issued under an Indenture dated as of November 1, 1986, as amended by a First Supplemental Indenture dated as of May 1, 1990, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor trustee.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement dated as of October 31, 2016, with J.P. Morgan Securities LLC and Citigroup Global Markets Inc. as representatives of the several underwriters listed therein.

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.

ILLINOIS TOOL WORKS INC.

Dated: November 4, 2016

By: /s/ Michael M. Larsen
Name: Michael M. Larsen
Title: Senior Vice President & Chief Financial
Officer

EXHIBIT INDEX

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