

BERKSHIRE HATHAWAY INC
Form 8-K
August 15, 2016

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) August 15, 2016

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 August 15, 2016, Berkshire Hathaway Inc. (*Berkshire*) issued (i) \$500,000,000 aggregate principal amount of its 1.150% Senior Notes due 2018 and (ii) \$250,000,000 aggregate principal amount of its Floating Rate Senior Notes due 2018 ((i) and (ii) collectively, the *Berkshire 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 26, 2016 (Registration No. 333-209122) (the *Registration Statement*). The *Berkshire Notes* were sold pursuant to an underwriting agreement entered into on August 8, 2016, by and between (a) *Berkshire* and (b) Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC (collectively, the *Underwriters*).

On August 15, 2016, Berkshire Hathaway Finance Corporation (*BHFC*) issued (i) \$1,000,000,000 aggregate principal amount of its 1.300% Senior Notes due 2019 and (ii) \$250,000,000 aggregate principal amount of its Floating Rate Senior Notes due August 2019 ((i) and (ii) collectively, the *BHFC Notes* and together with the *Berkshire Notes*, collectively, the *Notes*) under the Registration Statement. The *BHFC Notes*, which will be fully and unconditionally guaranteed by *Berkshire*, were sold pursuant to an underwriting agreement entered into on August 8, 2016, by and between (a) *BHFC* and *Berkshire* and (b) the *Underwriters*.

The *Notes* are issued under an Indenture, dated as of January 26, 2016, by and among *Berkshire*, as issuer and guarantor, *BHFC*, as issuer, and The Bank of New York Mellon Trust Company, N.A., as trustee (the *Indenture*) and (a) an officers' certificate dated as of August 15, 2016 by *Berkshire* with respect to its 1.150% Senior Notes due 2018, (b) an officers' certificate dated as of August 15, 2016 by *Berkshire* with respect to its Floating Rate Senior Notes due 2018, (c) an officers' certificate dated as of August 15, 2016 by *BHFC* with respect to its 1.300% Senior Notes due 2019, and (d) an officers' certificate dated as of August 15, 2016 by *BHFC* with respect to its Floating Rate Senior Notes due August 2019 ((a), (b), (c), and (d) collectively, the *Officers' Certificates*).

The relevant terms of the *Berkshire Notes* and the *Indenture* are further described under the caption *Description of the Notes* in the prospectus supplement, dated August 8, 2016, filed with the Commission by *Berkshire* on August 10, 2016, pursuant to Rule 424(b)(2) under the Securities Act and in the section entitled *Description of the Debt Securities* in the base prospectus relating to debt securities of *Berkshire*, dated January 26, 2016, included in the Registration Statement, which descriptions are incorporated herein by reference. The relevant terms of the *BHFC Notes* and the *Indenture* are further described under the caption *Description of the Notes and Guarantees* in the prospectus supplement, dated August 8, 2016, filed with the Commission by *Berkshire* on August 10, 2016, pursuant to Rule 424(b)(2) under the Securities Act and in the section entitled *Description of the Debt Securities* in the base prospectus relating to debt securities of *BHFC*, dated January 26, 2016, 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 the Registration Statement and is incorporated herein by reference. A copy of the officers' certificate with respect to *Berkshire's* 1.150% Senior Notes due 2018 (including the form of *Berkshire's* 1.150% Senior Notes due 2018) is attached hereto as Exhibit 4.2 and is incorporated herein by reference. A copy of the officers' certificate with respect to *Berkshire's* Floating Rate Senior Notes due 2018 (including the form of *Berkshire's* Floating Rate Senior Notes due 2018) is attached hereto as Exhibit 4.3 and is incorporated herein by reference. A copy of the officers' certificate with respect to *BHFC's* 1.300% Senior Notes due 2019 (including the form of *BHFC's* 1.300% Senior Notes due 2019) is attached hereto as Exhibit 4.4 and is incorporated herein by reference. A copy of the officers' certificate with respect to *BHFC's* Floating Rate Senior Notes due August 2019 (including the form of *BHFC's* Floating Rate Senior Notes due August 2019) is attached hereto as Exhibit 4.5 and is 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 August 8, 2016, by and between (a) Berkshire Hathaway Inc. and (b) Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC.
- 1.2 Underwriting Agreement, dated August 8, 2016, by and between (a) Berkshire Hathaway Finance Corporation and Berkshire Hathaway Inc. and (b) Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC.
- 4.1 Indenture, dated as of January 26, 2016, by and 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. 333-209122) filed with the Commission on January 26, 2016).

- 4.2 Officers Certificate of Berkshire Hathaway Inc., dated as of August 15, 2016, including the form of Berkshire Hathaway Inc. s 1.150% Senior Notes due 2018.
- 4.3 Officers Certificate of Berkshire Hathaway Inc., dated as of August 15, 2016, including the form of Berkshire Hathaway Inc. s Floating Rate Senior Notes due 2018.
- 4.4 Officers Certificate of Berkshire Hathaway Finance Corporation, dated as of August 15, 2016, including the form of Berkshire Hathaway Finance Corporation s 1.300% Senior Notes due 2019.
- 4.5 Officers Certificate of Berkshire Hathaway Finance Corporation, dated as of August 15, 2016, including the form of Berkshire Hathaway Finance Corporation s Floating Rate Senior Notes due August 2019.
- 5.1 Opinion of Munger, Tolles & Olson LLP, dated August 15, 2016, with respect to the Berkshire Notes.
- 5.2 Opinion of Munger, Tolles & Olson LLP, dated August 15, 2016, with respect to the BHFC Notes.
- 23.1 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1).
- 23.2 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.2).

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.

August 15, 2016

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg

By: Marc D. Hamburg
Senior Vice President and Chief Financial Officer

Exhibit Index

- 1.1 Underwriting Agreement, dated August 8, 2016, by and between (a) Berkshire Hathaway Inc. and (b) Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC.
- 1.2 Underwriting Agreement, dated August 8, 2016, by and between (a) Berkshire Hathaway Finance Corporation and Berkshire Hathaway Inc. and (b) Goldman, Sachs & Co., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC.
- 4.1 Indenture, dated as of January 26, 2016, by and 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. 333-209122) filed with the Commission on January 26, 2016).
- 4.2 Officers' Certificate of Berkshire Hathaway Inc., dated as of August 15, 2016, including the form of Berkshire Hathaway Inc.'s 1.150% Senior Notes due 2018.
- 4.3 Officers' Certificate of Berkshire Hathaway Inc., dated as of August 15, 2016, including the form of Berkshire Hathaway Inc.'s Floating Rate Senior Notes due 2018.
- 4.4 Officers' Certificate of Berkshire Hathaway Finance Corporation, dated as of August 15, 2016, including the form of Berkshire Hathaway Finance Corporation's 1.300% Senior Notes due 2019.
- 4.5 Officers' Certificate of Berkshire Hathaway Finance Corporation, dated as of August 15, 2016, including the form of Berkshire Hathaway Finance Corporation's Floating Rate Senior Notes due August 2019.
- 5.1 Opinion of Munger, Tolles & Olson LLP, dated August 15, 2016, with respect to the Berkshire Notes.
- 5.2 Opinion of Munger, Tolles & Olson LLP, dated August 15, 2016, with respect to the BHFC Notes.
- 23.1 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1).
- 23.2 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.2).