

VALSPAR CORP  
Form 8-K  
January 26, 2017

**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): January 26, 2017**

**THE VALSPAR CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of incorporation)**

**1-3011**  
**(Commission)**

**36-2443580**  
**(I.R.S. Employer)**

| <b>File Number)</b>   | <b>Identification No.)</b> |
|---|----------------------------|
| <b>1101 South 3rd Street, Minneapolis,<br/>Minnesota</b>                  | <b>55415</b>               |
| <b>(Address of principal executive offices)</b>                           | <b>(Zip Code)</b>          |
| <b>Registrant's telephone number, including area code: (612) 851-7000</b> |                            |

**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 (see General Instructions 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 7.01. Regulation FD Disclosure.**

On January 26, 2017, The Sherwin-Williams Company ( Sherwin-Williams ) issued a press release announcing its financial results for the fiscal year ended December 31, 2016. The press release includes information on the proposed acquisition of The Valspar Corporation ( Valspar ) by Sherwin-Williams pursuant to the terms of an Agreement and Plan of Merger, dated as of March 19, 2016, between Sherwin-Williams, Valspar and Viking Merger Sub, Inc., a wholly owned subsidiary of Sherwin-Williams. The Sherwin-Williams press release provides, in relevant part, as follows:

We now expect a divestiture will be required to gain approval from the FTC to complete the acquisition of Valspar. We are moving forward on a divestiture that we believe will allow us to gain approval from the FTC. The expected divestiture has revenues below the \$650 million threshold, and we expect to negotiate the divestiture and complete the Valspar transaction at \$113 per share within 90 days.

**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 VALSPAR CORPORATION**

/s/ Tyler N. Treat

Name: Tyler N. Treat

Title: Vice President and Treasurer

Dated: January 26, 2017