

EMERSON ELECTRIC CO
Form 8-A12B
January 16, 2019

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

EMERSON ELECTRIC CO.

(Exact name of registrant as specified in its charter)

Missouri
(State of incorporation or organization)

43-0259330
(IRS Employer Identification No.)

8000 West Florissant Avenue

St. Louis, Missouri
(Address of principal executive offices)

63136
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class to be so Registered | Name of Each Exchange on Which Each Class is to be so Registered |
|--|---|
| 1.250% Notes due 2025 | New York Stock Exchange |
| 2.000% Notes due 2029 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates:

333-221668 (if applicable)

Securities to be registered pursuant to Section 12(g) of the Act:

None

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Emerson Electric Co., a Missouri corporation (the Company) has filed with the Securities and Exchange Commission (the SEC) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, a prospectus supplement dated January 8, 2019 (the Prospectus Supplement) to a prospectus dated November 20, 2017 (the Prospectus), contained in the Company's effective Registration Statement on Form S-3 (File No. 333-221668), which Registration Statement was filed with the SEC on November 20, 2017, relating to the securities to be registered hereunder. The Company incorporates by reference the Prospectus and the Prospectus Supplement to the extent set forth below.

Item 1. Description of Securities to be Registered.

The securities to be registered hereunder are the Company's 500,000,000 1.250% Notes due 2025 and 500,000,000 2.000% Notes due 2029. The information required by this item is incorporated by reference to the information contained in the sections captioned "Description of the Notes" in the Prospectus Supplement and "Description of the Debt Securities" in the Prospectus.

Item 2. Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 4.1 | Indenture, dated as of December 10, 1998, between the Company and The Bank of New York Mellon Trust Company, N.A., as successor to The Bank of New York Mellon (formerly known as The Bank of New York) (incorporated by reference to Exhibit 4(b) to the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 1998). |
| 4.2 | First Supplemental Indenture, dated as of January 15, 2019, among the Company, The Bank of New York Mellon Trust Company, N.A., as original trustee, and Wells Fargo Bank, National Association, as series trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K filed January 15, 2019). |
| 4.3 | Agency Agreement, dated as of January 15, 2019, by and among the Company, as issuer, Elavon Financial Services DAC, UK Branch, as paying agent, U.S. Bank National Association, as registrar and transfer agent, and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.3 to the Company's Current Report on Form 8-K filed January 15, 2019). |
| 4.4 | 1.250% Notes due 2025 (incorporated by reference to Exhibit 4.4 to the Company's Current Report on Form 8-K filed January 15, 2019). |
| 4.5 | 2.000% Notes due 2029 (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed January 15, 2019). |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

EMERSON ELECTRIC CO.

Date: January 16, 2019

By: /s/ John A. Sperino

Name: John A. Sperino

Title: Vice President and Assistant Secretary