

AMPHENOL CORP /DE/
Form 8-K
January 24, 2014

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 23, 2014**

AMPHENOL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-10879
(Commission File Number)

22-2785165
(IRS Employer
Identification No.)

358 Hall Avenue, Wallingford, Connecticut
(Address of principal executive offices)

06492
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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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 1.01 Entry into a Material Definitive Agreement

On January 23, 2014, Amphenol Corporation (the Company) entered into an Underwriting Agreement by and between the Company and Barclays Capital Inc., HSBC Securities (USA) Inc. and Wells Fargo Securities, LLC, as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of \$750,000,000 aggregate principal amount of its 2.55% Senior Notes due 2019 (the Notes). A copy of the Underwriting Agreement is attached as Exhibit 1.1 hereto, and is filed herewith for purposes of incorporation by reference into the Company's Registration Statement (No. 333-193385).

The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 8.01 Other Events

On January 23, 2014, the Company issued a press release announcing the pricing of the Notes, which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

Exhibit 1.1 Underwriting Agreement, dated January 23, 2014, by and between the Company and Barclays Capital Inc., HSBC Securities (USA) Inc. and Wells Fargo Securities, LLC, as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of the Notes.

Exhibit 99.1 Press Release dated January 23, 2014.

SIGNATURE

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 thereunto duly authorized.

AMPHENOL CORPORATION

By: /s/ Diana G. Reardon
Diana G. Reardon
Executive Vice President and Chief Financial Officer

Date: January 24, 2014

EXHIBIT INDEX

Exhibit No.	Description
1.1	Underwriting Agreement, dated January 23, 2014, by and between the Company and Barclays Capital Inc., HSBC Securities (USA) Inc. and Wells Fargo Securities, LLC, as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of the Notes.
99.1	Press Release dated January 23, 2014