

PRAXAIR INC  
Form 8-K  
March 07, 2008

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

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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): March 4, 2008

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PRAXAIR, INC.  
(Exact name of registrant as specified in its charter)

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|   |                          |   |
|---|--------------------------|---|
| Delaware  | 1-11037                  | 06-1249050                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission file number) | (I.R.S. Employer<br>Identification No.) |

39 Old Ridgebury Road  
Danbury, CT 06810-5113  
(Address of principal executive offices)

(203) 837-2000  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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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 March 7, 2008, Praxair, Inc. (the "Company") issued \$500,000,000 million aggregate principal amount of 4.625% notes due 2015 (the "Notes"). The Notes were sold in a registered offering under the Securities Act of 1933, pursuant to the Company's shelf registration statement on Form S-3 filed with the Securities and Exchange Commission ("SEC") on December 14, 2006. The material terms of the Notes are described in the Company's prospectus supplement dated March 4, 2008 filed with the SEC on March 5, 2008.

In connection with the issuance of the Notes, the Company entered into a Terms Agreement dated March 4, 2008 (the "Terms Agreement") with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc. and HSBC Securities (USA) Inc., as underwriters acting on their behalf and on behalf of the other underwriters (the "Underwriters"). Pursuant to and subject to the terms and conditions of the Terms Agreement, the Underwriters agreed to purchase the Notes from the Company for resale in the registered offering. The Terms Agreement is filed as Exhibit 1 to this Form 8-k.

In connection with the Notes offering, Cahill Gordon & Reindel LLP provided certain legal opinions to the Company that are filed as Exhibit 5 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished herewith:

| Exhibit No. | Description                            |
|-------------|--|
| 1           | Terms Agreement dated March 4, 2008    |
| 5           | Opinion of Cahill Gordon & Reindel LLP |
| 23          | Consent of Cahill Gordon & Reindel LLP |

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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.

Dated: March 7, 2007

PRAXAIR, INC.

By: /s/ James T. Breedlove  
James T. Breedlove  
Senior Vice President,  
General Counsel and Secretary

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Exhibit Index

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|-------------|--|
| 1           | Terms Agreement dated March 4, 2008                        |
| 5           | Opinion of Cahill Gordon & Reindel                         |
| 23          | Consent of Cahill Gordon & Reindel (included in Exhibit 5) |