

PROCTER & GAMBLE Co  
Form 425  
October 05, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): October 5, 2016**

**THE PROCTER & GAMBLE COMPANY**  
**(Exact Name of Registrant as Specified in Charter)**

**Ohio**  
**(State or Other Jurisdiction**

**of Incorporation)**

**One Procter & Gamble Plaza, Cincinnati, Ohio**

**1-434**  
**(Commission**

**File Number)**

**31-0411980**  
**(IRS Employer**

**Identification No.)**

**45202**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (513) 983-1100

**Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box 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))

**Item 8.01 Other Events.**

On October 5, 2016, The Procter & Gamble Company ( P&G ), an Ohio corporation, issued a press release announcing the final proration factor of 15.0123% for its exchange offer in connection with the separation of P&G s global fine fragrances, salon professional, cosmetics and retail hair color businesses, along with select hair styling brands (collectively, P&G Beauty Brands ). A total of 690,798,524 shares of P&G common stock were validly tendered in exchange for 409,726,299 shares of common stock of Galleria Co., the corporation formed to hold P&G Beauty Brands, other than specified excluded brands. The exchange offer successfully closed on September 30, 2016.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) The following exhibit is being filed with this Current Report on Form 8-K.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Press Release by The Procter & Gamble Company dated October 5, 2016.

**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 hereunto duly authorized.

**THE PROCTER & GAMBLE COMPANY**

By: /s/ Susan S. Whaley  
Susan S. Whaley  
Assistant Secretary

October 5, 2016

**Exhibit Index**

<b>Exhibit Number</b>	<b>Document</b>
99.1	Press Release by The Procter & Gamble Company dated October 5, 2016.