

PROCTER & GAMBLE Co  
Form 8-K  
May 03, 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) May 3, 2017**

**THE PROCTER & GAMBLE COMPANY**

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

**Ohio**  
**(State or other jurisdiction**

**of incorporation)**

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

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

**File Number)**

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

**Identification Number)**

**45202**

(Address of principal executive offices)  
(513) 983-1100

Zip Code

(Registrant's telephone number, including area code)

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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Schedule 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On May 3, 2017, The Procter & Gamble Company (the Company) closed an underwritten public offering of £375,000,000 aggregate principal amount of 1.375% Notes due May 3, 2025 and £375,000,000 aggregate principal amount of 1.800% Notes due May 3, 2029 under the Company's Registration Statement on Form S-3 (Registration No. 333-199594). Legal opinions related to these notes are attached hereto as Exhibits (5)(a) and (5)(c) and are incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

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

<b>Exhibit Number</b>	<b>Description</b>
(5)(a)	Opinion of Hatsuki Miyata, Esq., Senior Counsel of the Company.
(5)(c)	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(a).
(23)(a)	Consent of Hatsuki Miyata, Esq., which is contained in her opinion filed as Exhibit (5)(a).
(23)(c)	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP, which is contained in the opinion filed as Exhibit (5)(c).

**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/ Sandra T. Lane  
Sandra T. Lane  
Assistant Secretary  
May 3, 2017

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
(5)(a)	Opinion of Hatsuki Miyata, Esq., Senior Counsel of the Company.
(5)(c)	Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP, which is referred to in the opinion filed as Exhibit (5)(a).
(23)(a)	Consent of Hatsuki Miyata, Esq., which is contained in her opinion filed as Exhibit (5)(a).
(23)(c)	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP, which is contained in the opinion filed as Exhibit (5)(c).