

COMMERCIAL METALS CO
Form 8-K
July 11, 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): July 11, 2017

Commercial Metals Company

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

1-4304
(Commission

File Number)

75-0725338
(IRS Employer

Identification No.)

6565 N. MacArthur Blvd.

Irving, Texas
(Address of principal executive offices)

75039
(Zip Code)

(214) 689-4300

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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 (see General Instruction A.2. below):

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 Section 13(a) of the Exchange Act.

Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On July 11, 2017, Commercial Metals Company (the *Company*) completed the public offering of \$300,000,000 in aggregate principal amount of its 5.375% Senior Notes due 2027 (the *2027 Notes*).

The 2027 Notes were issued under an indenture, dated as of May 6, 2013 (the *2013 Base Indenture*), between the Company and U.S. Bank National Association, as trustee (the *Trustee*), as amended and supplemented by the second supplemental indenture, dated as of July 11, 2017 (the *Second Supplemental Indenture* and, together with the 2013 Base Indenture, the *2017 Indenture*), between the Company and the Trustee.

The 2027 Notes are senior, unsecured obligations of the Company, and the 2027 Notes accrue interest at a fixed rate per annum equal to 5.375%. Interest on the 2027 Notes is payable on January 15 and July 15 of each year, beginning on January 15, 2018, to the persons in whose names such 2027 Notes are registered at the close of business on the preceding January 1 or July 1, as the case may be. The 2027 Notes mature on July 15, 2027. None of the Company's subsidiaries are guarantors of the 2027 Notes nor are they guarantors of any of the Company's other outstanding notes.

Prior to July 15, 2022, the Company will have the option to redeem some or all of the 2027 Notes at a redemption price equal to 100% of the principal amount of the 2027 Notes, plus an applicable premium and accrued and unpaid interest, if any, to, but excluding, the date of redemption. Additionally, on or after July 15, 2022, the Company may redeem some or all of the 2027 Notes at the redemption prices set forth in the Second Supplemental Indenture, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption. Prior to July 15, 2020, and subject to certain limitations, the Company may redeem up to 40% of the 2027 Notes with the net cash proceeds of certain equity offerings at a redemption price of 105.375% of the principal amount of each note to be redeemed, plus accrued and unpaid interest, if any, to, but excluding, the date of redemption.

Under certain change of control triggering events, holders of the 2027 Notes will have the right to require the Company to repurchase all or any part of the 2027 Notes at a repurchase price equal to 101% of the principal amount of the 2027 Notes, plus accrued and unpaid interest, if any, to, but excluding, the repurchase date. Within 30 days following any change of control triggering event or, at the Company's option, prior to any change of control, but after public announcement of the transaction that constitutes or may constitute the change of control, a notice will be mailed to holders of the 2027 Notes describing the transaction that constitutes or may constitute the change of control triggering event and offering to repurchase the 2027 Notes on the date specified in the notice, which date will be no earlier than 30 days and no later than 60 days from the date such notice is mailed.

The 2017 Indenture provides for customary events of default (subject in certain cases to customary grace and cure periods), which include nonpayment, breach of covenants and warranties in the 2017 Indenture and certain events of bankruptcy and insolvency. Generally, if an event of default occurs, the Trustee or holders of not less than 25% in principal amount of the then outstanding 2027 Notes may declare the principal amount of all of the 2027 Notes to be due and payable immediately.

The foregoing description of the 2017 Indenture and the 2027 Notes does not purport to be complete and is qualified in its entirety by reference to the Second Supplemental Indenture, which is filed as Exhibit 4.1 to this Current Report on Form 8-K and is incorporated by reference herein, and the form of the 2027 Notes, which is filed as Exhibit 4.2 to this Current Report on Form 8-K and is incorporated by reference herein.

Section 2 Financial Information

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated by reference herein.

Section 8 Other Events

Item 8.01 Other Events.

On July 11, 2017, the Company announced the early participation results and early settlement date for the Company's previously announced cash tender offer to purchase up to the maximum aggregate principal amount of its 7.35% Senior Notes due 2018 that will not result in an aggregate purchase price that exceeds \$300.0 million, excluding accrued interest.

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

Section 9 Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
4.1	Second Supplemental Indenture, dated July 11, 2017, by and among Commercial Metals Company and U.S. Bank National Association, as trustee.
4.2	Form of 5.375% Senior Note due 2027.
5.1	Opinion of Haynes and Boone, LLP.
23.1	Consent of Haynes and Boone, LLP (included in Exhibit 5.1).
99.1	Press Release issued by Commercial Metals Company on July 11, 2017.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

COMMERCIAL METALS COMPANY

Date: July 11, 2017

By: /s/ Mary Lindsey

Name: Mary Lindsey

Title: Vice President and Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
4.1	Second Supplemental Indenture, dated July 11, 2017, by and among Commercial Metals Company and U.S. Bank National Association, as trustee.
4.2	Form of 5.375% Senior Note due 2027.
5.1	Opinion of Haynes and Boone, LLP.
23.1	Consent of Haynes and Boone, LLP (included in Exhibit 5.1).
99.1	Press Release issued by Commercial Metals Company on July 11, 2017.