

EASTMAN CHEMICAL CO  
Form 425  
May 30, 2012

**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 and Exchange Act of 1934

Date of Report (Date of earliest event reported): May 29, 2012

**EASTMAN CHEMICAL COMPANY**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-12626**  
(Commission  
File Number)

**62-1539359**  
(IRS Employer  
Identification No.)

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200 South Wilcox Drive

Kingsport, TN  
(Address of Principal Executive Offices)

Registrant's telephone number, including area code: (423) 229-2000

37662  
(Zip Code)

None

(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:

- 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 May 29, 2012, Eastman Chemical Company (the Company ) issued a press release announcing its offering of \$2.4 billion aggregate principal amount of notes. The offering of notes is expected to close on June 5, 2012. The Company intends to use the net proceeds from the sale of the notes to pay a portion of the merger consideration relating to the Company's pending acquisition of Solutia Inc. Pending the application of the net proceeds, the Company will invest the net proceeds in short-term investments. A copy of the Company's press release is filed as Exhibit 99.1 hereto, and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

| <b>Number</b> | <b>Exhibit</b>                   |
|---------------|----------------------------------|
| 99.1          | Press release dated May 29, 2012 |

**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.

**EASTMAN CHEMICAL COMPANY**

Date: May 29, 2012

By: /s/ Mary D. Hall  
Name: Mary D. Hall  
Title: Vice President and Treasurer

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Exhibit</b>                   |
|---------------------------|----------------------------------|
| 99.1                      | Press release dated May 29, 2012 |