

STANLEY BLACK & DECKER, INC.  
Form 8-K  
July 24, 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 Exchange Act of 1934

Date of report (Date of earliest event reported): July 24, 2012 (July 18, 2012)

**Stanley Black & Decker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

CONNECTICUT  
(State or Other Jurisdiction  
of Incorporation)

1-5244  
(Commission  
File Number)

06-0548860  
(I.R.S. Employer  
Identification No.)

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**1000 Stanley Drive**

**New Britain, Connecticut**  
(Address of Principal Executive Offices)

**06053**  
(Zip Code)

**Registrant's telephone number including area code: (860) 225-5111**

**Not Applicable**

(Former Name or 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 1.01. Entry into a Material Definitive Agreement.**

On July 18, 2012, Stanley Black & Decker, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters named therein (together, the Underwriters), related to the offering, issuance and sale of \$750,000,000 aggregate principal amount of its 5.75% Junior Subordinated Debentures due 2052 (the Debentures). Pursuant to the terms of the Underwriting Agreement, the Company sold the Debentures to the Underwriters at a price of 96.85% of the principal amount thereof (98.00% of the principal amount thereof for Debentures being sold to institutions). The Underwriting Agreement contains usual and customary terms, conditions, representations and warranties and indemnification provisions.

The offering is being made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-178017) filed with the Securities and Exchange Commission on November 16, 2011.

Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory and investment banking services for the Company, for which they received or will receive customary fees and expenses. In addition, certain of the Underwriters and their respective affiliates are lenders, and in some cases agents for the lenders, under the Company's credit facilities.

The Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

**Item 9.01. Financial Statements and Exhibits.**

The following materials are filed as an exhibit to this Current Report on Form 8-K:

(d) Exhibits

1.1 Underwriting Agreement, dated July 18, 2012, among Stanley Black & Decker, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters.

12.1 Statement Re: Computation of Ratio of Earnings to Fixed Charges.

**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.

**STANLEY BLACK & DECKER, INC.**

By: /s/ Bruce H. Beatt

Name: Bruce H. Beatt

Title: Senior Vice President, General Counsel

and Secretary

Dated: July 24, 2012

**Exhibit Index**

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12.1	Statement Re: Computation of Ratio of Earnings to Fixed Charges.