

SMITH A O CORP

FORM 8-K (Current report filing)

Filed 08/18/11 for the Period Ending 08/17/11

Address	11270 WEST PARK PLACE MILWAUKEE, WI 53224
Telephone	4143594000
CIK	0000091142
Symbol	AOS
SIC Code	3621 - Motors and Generators
Industry	Electronic Instr. & Controls
Sector	Technology
Fiscal Year	12/31

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): August 17, 2011

A. O. Smith Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-475
(Commission
File Number)

39-0619790
(IRS Employer
Identification No.)

11270 West Park Place, Milwaukee, Wisconsin 53224-9508
(Address of principal executive offices, including zip code)

(414) 359-4000
(Registrant's telephone number)

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 communication 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 204.14a-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 13-e4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

On August 17, 2011, A. O. Smith Corporation (the “Company”) issued a news release that it and Regal Beloit Corporation (“RBC”) have reached a final agreement with the Antitrust Division of the United States Department of Justice in connection with the government’s approval of the Company’s sale of its electric motor business to RBC. Subject to receipt of final court approval, the Company anticipates closing the transaction on or about August 22, 2011.

A copy of the Company’s news release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Current Report”) and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

The following exhibit is being filed herewith:

(99.1) News Release of A. O. Smith Corporation, dated August 17, 2011.

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.

A. O. SMITH CORPORATION

Date: August 18, 2011

By: /s/ James F. Stern

James F. Stern
Executive Vice President,
General Counsel and Secretary

A. O. SMITH CORPORATION

Exhibit Index to Current Report on Form 8-K Dated August 17, 2011

<u>Exhibit Number</u>	<u>Description</u>
99.1	News Release of A. O. Smith Corporation, dated August 17, 2011



News Release

A. O. Smith Corporation PO Box 245008 Milwaukee, WI 53224-9508 414-359-4000 NYSE:AOS

FOR IMMEDIATE RELEASE

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August 17, 2011

Justice Department clears sale of A. O. Smith's electric motor business to Regal Beloit

Milwaukee, Wis .—A. O. Smith Corporation (NYSE:AOS) and Regal Beloit Corporation (NYSE: RBC) have reached a final agreement with the Antitrust Division of the U.S. Department of Justice in connection with the government's approval of A. O. Smith's sale of its electric motor business to Regal Beloit. Subject to receipt of final court approval, the Company anticipates closing the transaction on or about Aug. 22.

"This is a critical step in completing the motor sale and redeploying the proceeds to build upon our global water heating and water treatment operations," Paul Jones, chairman and chief executive officer of A. O. Smith Corporation, said. "In addition to the Lochinvar transaction announced last month, our acquisition pipeline is active, and we are encouraged by the opportunities we see."

A. O. Smith entered into the definitive agreement with Regal Beloit Corporation to sell Electrical Products on Dec. 12, 2010, and as previously communicated, will receive \$700 million in cash, subject to a working capital adjustment, and 2.83 million shares of Regal Beloit stock at closing.

Forward-looking statements

This release contains statements that the company believes are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements generally can be identified by the use of words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "forecast," "guidance" or words of similar meaning. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those anticipated as of the date of this release. Important factors that could cause actual results to differ materially from these expectations include, among other things, the risk that a condition

to closing of the sale of Electrical Products Company may not be satisfied. Forward-looking statements included in this press release are made only as of the date of this release, and the company is under no obligation to update these statements to reflect subsequent events or circumstances. All subsequent written and oral forward-looking statements attributed to the company, or persons acting on its behalf, are qualified entirely by these cautionary statements.

A. O. Smith Corporation, with headquarters in Milwaukee, Wis., is a global leader applying innovative technology and energy-efficient solutions to products marketed worldwide. The company is one of the world's leading manufacturers of residential and commercial water heating equipment, offering a comprehensive product line featuring the best-known brands in North America and China.