

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): September 28, 2022

PARKER-HANNIFIN CORPORATION

(Exact Name of Registrant as Specified in Charter)

Ohio
(State or other jurisdiction of
Incorporation or Organization)

1-4982
(Commission File Number)

34-0451060
(I.R.S. Employer
Identification No.)

6035 Parkland Boulevard, Cleveland, Ohio
(Address of Principal Executive Offices)

44124-4141
(Zip Code)

Registrant's telephone number, including area code: (216) 896-3000

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on which Registered
Common Shares, \$.50 par value	PH	New York Stock Exchange

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.

Item 7.01. Regulation FD Disclosure.

As previously disclosed in a Current Report on Form 8-K (the "Prior Form 8-K") filed by Parker-Hannifin Corporation (the "Company") with the Securities and Exchange Commission, filed on September 14, 2022, the Company announced it had completed the acquisition (the "Acquisition") of all of the outstanding ordinary shares of Meggitt plc. The Company plans to hold a conference call to review the Investor Presentation attached to this Current Report on Form 8-K as Exhibit 99.1 on September 28, 2022 at 11:00 a.m. ET to discuss the completed Acquisition. A copy of the Investor Presentation is also available on the Company's investor relations website at www.phstock.com.

The information in this current report on Form 8-K and the Investor Presentation attached hereto are furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibits
99.1	Investor Presentation, dated September 28, 2022.
104	Cover Page Interactive File (the cover page tags are embedded within the Inline XBRL document).

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.

Date: September 28, 2022

PARKER-HANNIFIN CORPORATION

By: /s/ Joseph R. Leonti

Joseph R. Leonti

Vice President, General Counsel and Secretary

Parker Hannifin Corporation

Meggitt Acquisition Update Presentation



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ENGINEERING YOUR SUCCESS.

September 28, 2022



Forward-Looking Statements and Non-GAAP Financial Measures

Forward-looking statements contained in this and other written and oral reports are made based on known events and circumstances at the time of release, and as such, are subject in the future to unforeseen uncertainties and risks. Often but not always, these statements may be identified from the use of forward-looking terminology such as "anticipates," "believes," "may," "should," "could," "expects," "targets," "is likely," "will," or the negative of these terms and similar expressions, and include all statements regarding future performance, earnings projections, events or developments. Neither Parker nor any of its respective associates or directors, officers or advisers, provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements will actually occur. Parker cautions readers not to place undue reliance on these statements. It is possible that the future performance and earnings projections of the company, including its individual segments, may differ materially from past performance or current expectations.

Among other factors which may affect future performance are: the impact of the global outbreak of COVID-19 and governmental and other actions taken in response; changes in business relationships with and purchases by or from major customers, suppliers or distributors, including delays or cancellations in shipments; disputes regarding contract terms or significant changes in financial condition, changes in contract cost and revenue estimates for new development programs and changes in product mix; ability to identify acceptable strategic acquisition targets; uncertainties surrounding timing, successful completion or integration of acquisitions and similar transactions, including the integration of Meggitt PLC, LORD Corporation or Exotic Metals; the ability to successfully divest businesses planned for divestiture and realize the anticipated benefits of such divestitures; the determination to undertake business realignment activities and the expected costs thereof and, if undertaken, the ability to complete such activities and realize the anticipated cost savings from such activities; ability to implement successfully business and operating initiatives, including the timing, price and execution of share repurchases and other capital initiatives; availability, cost increases of or other limitations on our access to raw materials, component products and/or commodities if associated costs cannot be recovered in product pricing; ability to manage costs related to insurance and employee retirement and health care benefits; legal and regulatory developments and changes; compliance costs associated with environmental laws and regulations; potential supply chain and labor disruptions, including as a result of labor shortages; threats associated with international conflicts and efforts to combat terrorism and cyber security risks; uncertainties surrounding the ultimate resolution of outstanding legal proceedings, including the outcome of any appeals; local and global political and competitive market conditions, including global reactions to U.S. trade policies, and resulting effects on sales and pricing; and global economic factors, including manufacturing activity, air travel trends, currency exchange rates, difficulties entering new markets and general economic conditions such as inflation, deflation, interest rates (including fluctuations associated with any potential credit rating decline) and credit availability; inability to obtain, or meet conditions imposed for, required governmental and regulatory approvals; changes in consumer habits and preferences; government actions, including the impact of changes in the tax laws in the United States and foreign jurisdictions and any judicial or regulatory interpretation thereof; and large scale disasters, such as floods, earthquakes, hurricanes, industrial accidents and pandemics. Readers should consider these forward-looking statements in light of risk factors discussed in Parker's Annual Report on Form 10-K for the fiscal year ended June 30, 2022 and other periodic filings made with the SEC.

This presentation contains references to non-GAAP financial information for Meggitt including adjusted earnings per share, adjusted segment operating margin, adjusted EBITDA, adjusted EBITDA margin and for Parker adjusted Gross Debt to EBITDA. EBITDA is defined as earnings before interest, taxes, depreciation and amortization. For Parker, adjusted EBITDA is defined as EBITDA before Integration costs to achieve, acquisition related expenses, and other one-time items. Although adjusted earnings per share, adjusted segment operating margin for Meggitt, adjusted EBITDA, and EBITDA margin are not measures of performance calculated in accordance with GAAP, we believe that they are useful to an investor in evaluating the company performance for the period. Detailed reconciliations of these non-GAAP financial measures to the comparable GAAP financial measures have been included in the appendix to this presentation.

Please visit www.PHstock.com for more information





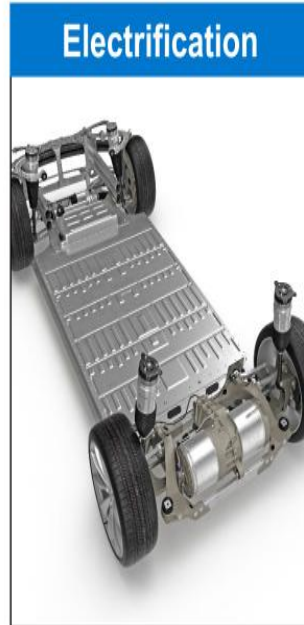
Parker

MEGGITT

Parker Welcomes Meggitt: Day 1 Events



Positioned for Growth Opportunities from Secular Trends



Global Aerospace Trends

19k+ Anticipated new commercial airplane deliveries 2021-2030¹

77% Commercial transport fleet renewal over the next 20 years¹

3.8%
CAGR Revenue passenger km (RPK) growth over the next 20 years¹

4x Increase in F-35 repair activity by FY30²



Meggitt Significantly Expands our Aerospace Business

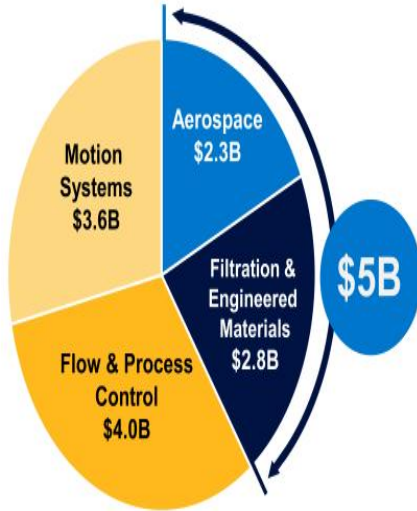


1: Boeing 2022 Current Market Outlook. 2: Company estimates.

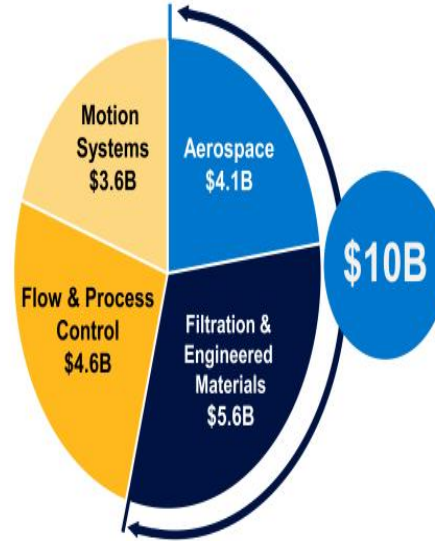
Transforming our Portfolio

Revenue by Technology Platform

FY15 Revenue
\$12.7 Billion



FY23G Revenue with Meggitt¹
\$17.9 Billion



Aerospace, Filtration & Engineered Materials ~2X Growth

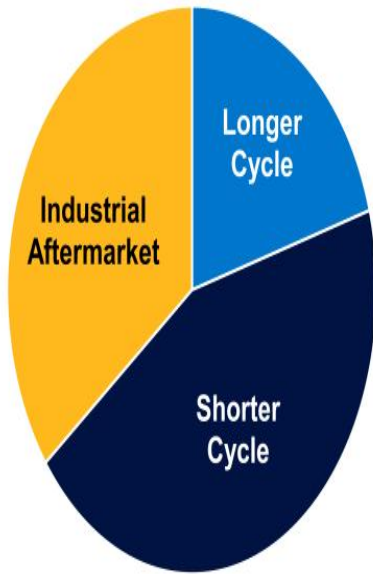


1. Parker midpoint sales guidance issued August 4th, 2022 plus Meggitt forecasted revenues less Aircraft Wheel & Brake Divestiture (AWB) revenues.

Expanding Longer Cycle and Secular Trend Exposure

Revenue Mix

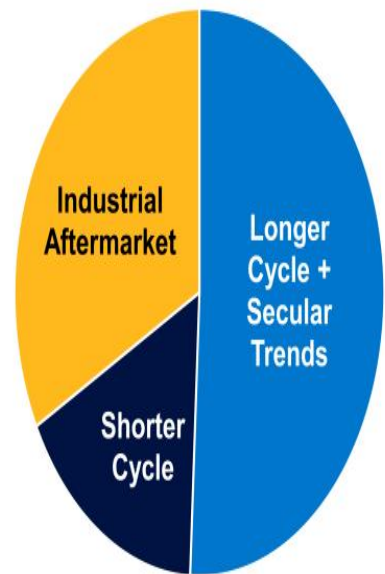
FY15



FY23E



FY27
Illustration



Parker and Meggitt

A Powerful Aerospace Combination

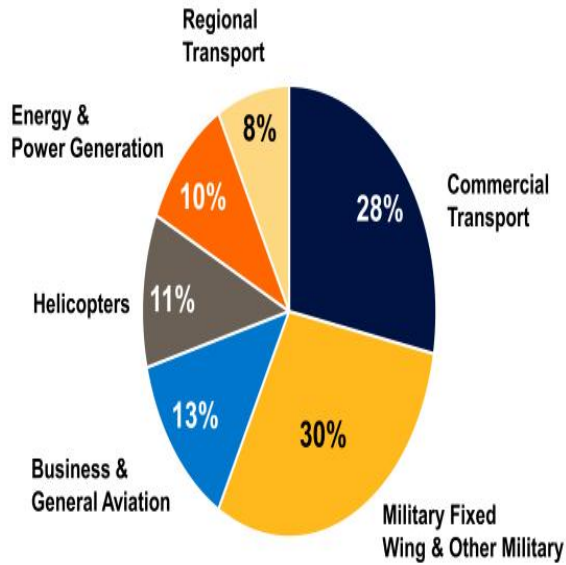
- Highly complementary technologies and platforms on premier programs
- Increases Aerospace aftermarket mix by 500bps
- Highly engaged team with similar heritage and culture
- Poised to benefit from Aerospace market recovery
- Well positioned to drive the future of sustainable aviation
- Combination creates a more compelling value proposition for customers

Expected to Drive Significant Shareholder Value Creation

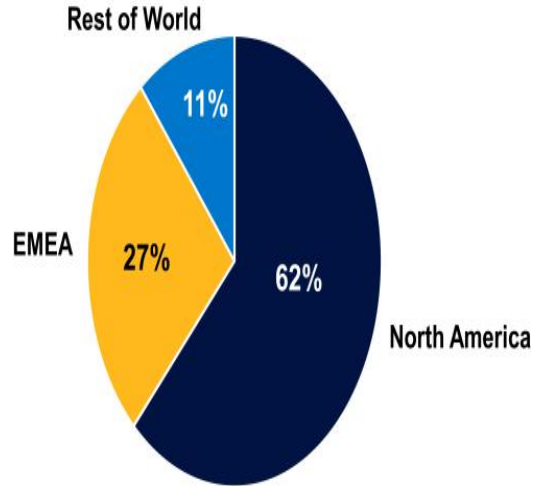


Meggitt FY22 Sales Profile

Sales by Application



Sales by Customer Geography

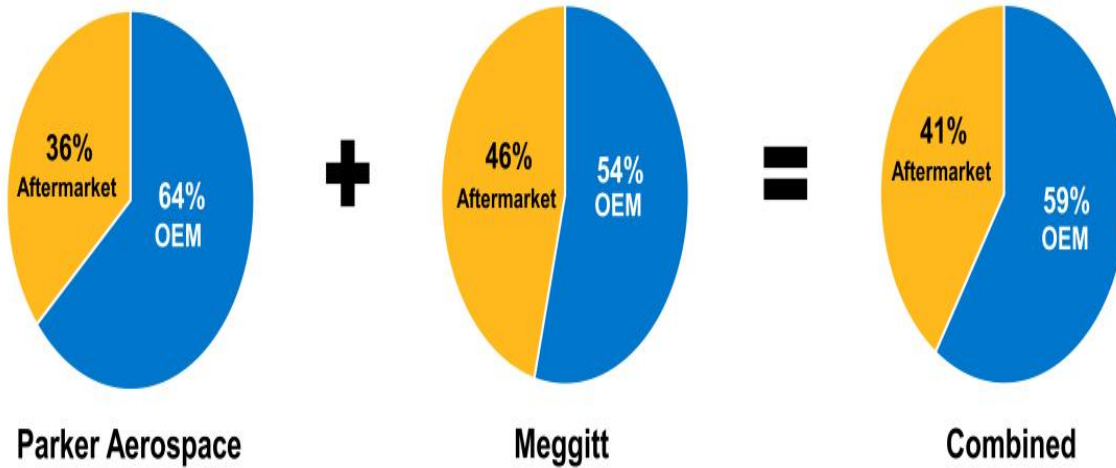


Well Balanced and Diverse Aerospace Portfolio



Meggitt Strengthens Aftermarket Mix by 500 bps

Increased Aftermarket Enhances Resilience

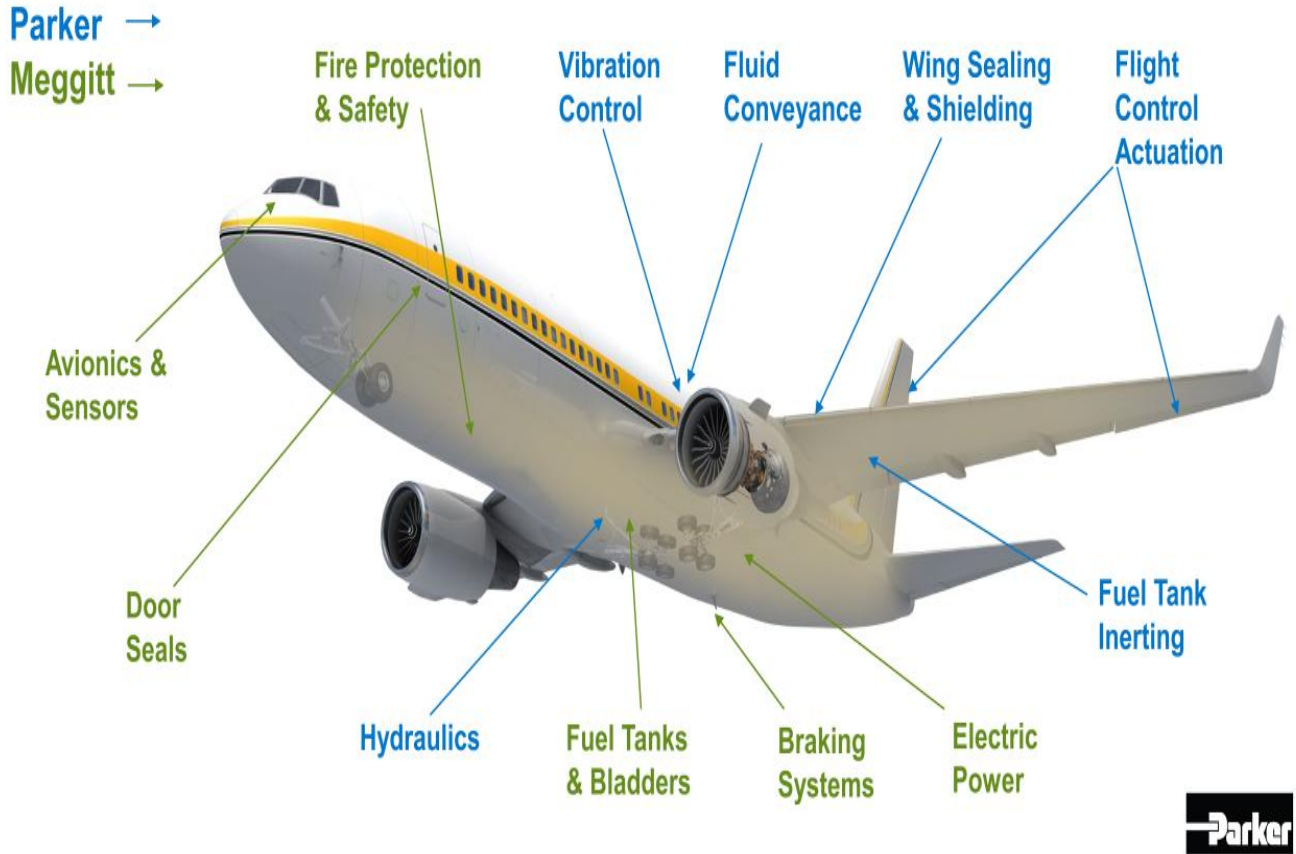


Note: FY22 Proforma Sales



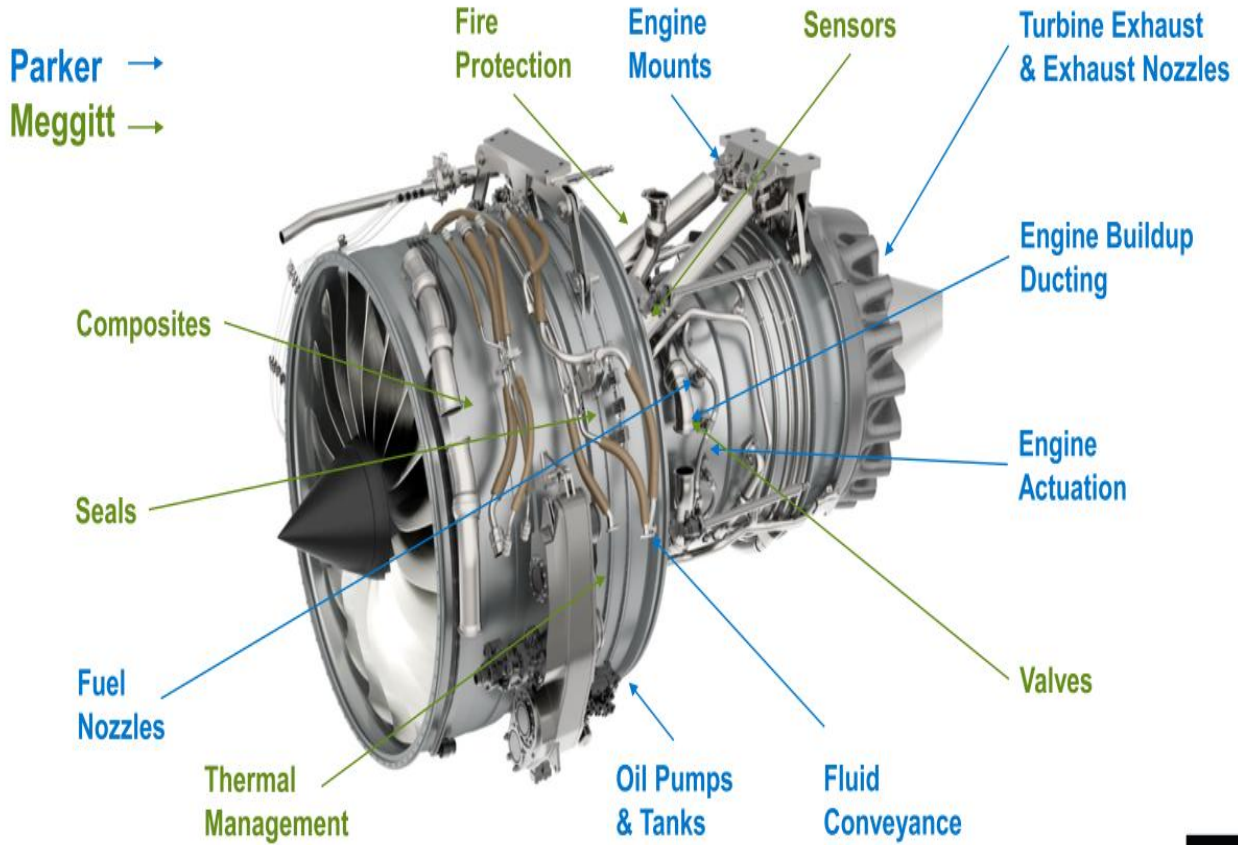
Complementary Airframe Products & Systems

Integrated Systems and Components Across the Platform






















Expansion of Engine Products

Integrated Systems and Components Across the Platform



Meggitt Adds New System & Component Capabilities

Product Area		MEGGITT	Combined	Comments
Braking Systems				Adds larger aircraft, regional jets, business jets, military, and electric brake technology
Advanced Sensors (engine)				Vibration and health monitoring
Safety Systems (fire detection / suppression)				Adjacent systems area
Engine Valves & Actuation				Distinct products expand offering
Electric Power				Adds electric capabilities
Thermal Management				High-capacity cooling, heat exchangers

Broader Product Offering Strengthens Value to Customers

Note: Symbols estimate the degree of product capabilities, not market share. This table is not an exhaustive list of competing solutions that customers may purchase. Reflects AWB divestiture September 2022.



A Proven Approach to Synergy Capture

- Integration teams in place with key leaders from both Parker & Meggitt

Value Creation Synergy Teams

Functional Integration Teams

- Over 20 cross-functional integration and synergy teams engaged
- Program governance with robust operating cadence, tools and processes
- Proven track record of delivering on synergy targets

Structured and Deliberate Process to Value Creation



Regulatory Commitments to the United Kingdom Include

- Maintain Meggitt's Ansty Park center of excellence¹
- Retain existing UK technical capabilities¹
- Maintain ~1,400 UK technical jobs & increase apprenticeships by 20%¹
- Increase UK R&D spend & invest 2/3 in sustainable initiatives¹
- Uphold existing UK government contracts
- Climate targets – 50% net carbon reduction by 2025, net zero GhG by 2050

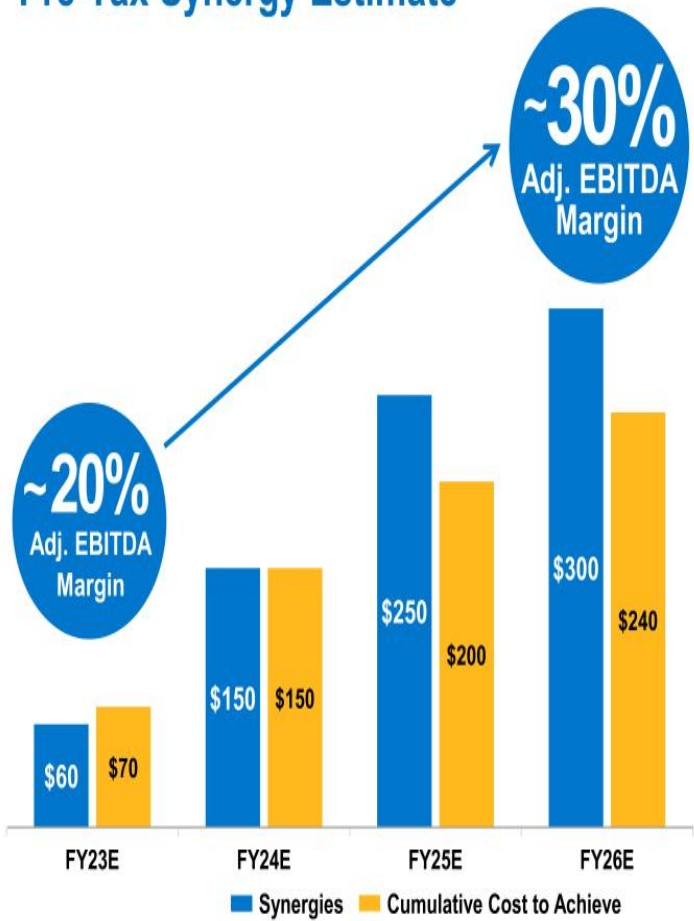
Commitments Driving Long-term Value Creation

¹: 5-year commitment



Clear Path to Expand Meggitt EBITDA Margins

Pre-Tax Synergy Estimate



Synergies and Operational Excellence



The Win Strategy™	
Safety, Lean, Kaizen, HPT's, Simplification	SG&A
Footprint Optimization	Supply Chain



Adjusted numbers include certain non-GAAP financial measures. See Appendix for additional details and reconciliations.

Track Record of Rapid Deleveraging

Demonstrated Commitment to Gross Debt to EBITDA Target of ~2x

Acquisition	Gross Debt to EBITDA at Close	Gross Debt to EBITDA ~2 Years Post-Close
	3.6x <i>(February 2017)</i>	1.9x ¹ <i>(June 2019)</i>
	4.0x <i>(October 2019)</i>	2.1x <i>(June 2021)</i>

Achieved ~2x Reduction in Leverage within ~2 Years



1. Excludes pre-funding for LORD acquisition. Adjusted numbers include certain non-GAAP financial measures. See Appendix for additional details and reconciliations.

Meggitt Transaction Overview

- ▶ Transaction Consideration: \$8.9B
 - Payment to shareholders and settlement of forward contracts
- ▶ Funding Sources:
 - Cashflow accumulated since August 2021: \$1.8B
 - Acquisition financing debt: \$7.1B
 - Weighted-average interest rate 3.9%
 - \$3.5B debt serviceable for prepayment
 - Debt structured: 50% fixed rate, 50% variable rate
- ▶ Meggitt Debt Assumed at Close: ~\$1B
- ▶ Current Debt Ratings Maintained: Baa1 / BBB+; A2 / P2



Meggitt Acquisition and Aircraft Wheel & Brake Divestiture

EPS Accretion Forecasted FY23 and 1st Twelve Months

Preliminary Meggitt Forecast			Aircraft Wheel & Brake
\$M	~9 Months ¹ FY23 Meggitt	1 st 12 Months Meggitt	~9 Months ² FY23 AWB
Sales	\$1,800	\$2,400	(\$55)
Segment Operating Income (As Reported)	(\$86)	(\$50)	(\$21)
Segment Operating Income (Adjusted) ¹	\$300	\$425	(\$21)
Interest Expense	\$225	\$285	-
Adjusted EPS ¹	~\$0.45	~\$0.80	~(\$0.12)

Meggitt Sales Split: 82% Aerospace; 14% Industrial North America; 4% Industrial International

Adjusted numbers include certain non-GAAP financial measures. See Appendix for additional details and reconciliations.

1: Meggitt preliminary forecast September 12, 2022 to June 30, 2023. 2: Aircraft Wheel & Brake (AWB) forecast September 16, 2022 to June 30, 2023; ~\$70M in annual revenues per September 19th, 2022 press release.

Compelling Value Creation for Parker Shareholders

- ▶ **EPS expected to be accretive in FY23¹**
- ▶ **\$300M expected synergies by FY26**
- ▶ **High single-digit ROIC anticipated in year 5 with continued expansion**
- ▶ **Strategic capital deployment driving long-term shareholder value**
- ▶ **Dividend: Expect to maintain 5-year average payout 30-35% of net income**
- ▶ **Commitment to strong balance sheet and investment grade credit**



1. Excludes one-time costs and deal related amortization, net for AWB divestiture



Upcoming Event Calendar

Annual Meeting of Shareholders	October 26, 2022
1Q FY23 Earnings	November 3, 2022
2Q FY23 Earnings	February 2, 2023
3Q FY23 Earnings	May 4, 2023
4Q FY23 Earnings	August 3, 2023

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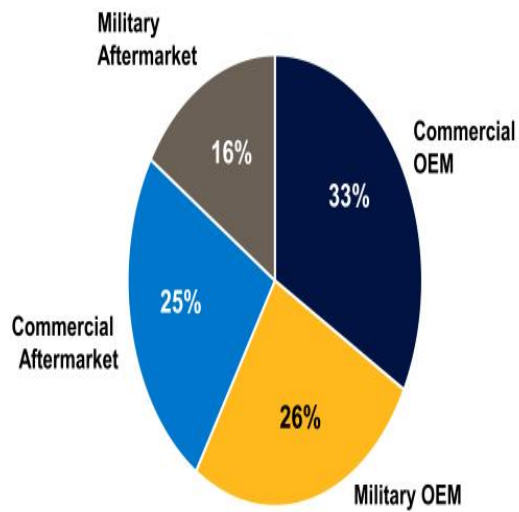
Appendix

- Supplemental Revenue Estimates
- Reconciliation of Forecasted Segment Operating Margin
- Reconciliation of EBITDA to Adjusted EBITDA
- Reconciliation of Gross Debt to EBITDA
- Reconciliation of Forecasted EPS

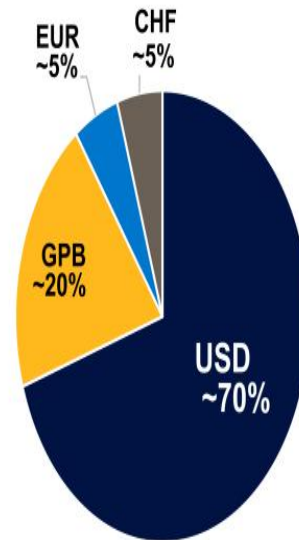


Supplemental Revenue Information

Parker Aerospace + Meggitt Combined¹



Meggitt Revenue by Currency



1: FY22 Proforma Sales.



Reconciliation of Forecasted Segment Operating Income

(Unaudited) (Dollars in millions)	<u>FY23 Preliminary Forecast</u>	<u>1st 12 Months</u>
	<u>Acquisition of Meggitt</u>	<u>Acquisition of Meggitt</u>
Forecasted segment operating income	\$ (86)	\$ (50)
Estimated Adjustments:		
Acquisition-related intangible amortization expense	206	275
Amortization of inventory step-up to fair value	110	110
Integration costs to achieve	70	90
Forecasted adjusted segment operating income	<u>\$ 300</u>	<u>\$ 425</u>

*Totals may not foot due to rounding

Reconciliation of Forecasted Adjusted EBITDA

(Unaudited)	~9 Months FY23 ¹	
(Dollars in millions)	Acquisition of Meggitt	
Forecasted Net Sales	\$	1,800
Forecasted net income	\$	(240)
Income taxes		(72)
Depreciation		70
Amortization		206
Interest Expense		225
Forecasted EBITDA		<u>189</u>
Estimated Adjustments:		
Amortization of inventory step-up to fair value		110
Integration costs to achieve		70
Forecasted adjusted EBITDA	\$	<u><u>369</u></u>
Forecasted Adjusted EBITDA margin		~20%

1: Meggitt preliminary forecast September 12, 2022 to June 30, 2023.

*Totals may not foot due to rounding

Reconciliation of Gross Debt to TTM EBITDA

RECONCILIATION OF GROSS DEBT TO TTM EBITDA

(Unaudited)

(in millions)

	Parker Hannifin at CLARCOR close 12 Months ended 2/28/17	Parker Hannifin at Exotic Metals/LORD close 12 Months ended 10/31/19
Gross Debt	\$ 6,082	\$ 9,987
Net Income	\$ 928	\$ 1,434
Income Taxes	354	418
Depreciation and Amortization	284	423
Interest Expense	136	227
TTM EBITDA	\$ 1,702	\$ 2,502
Gross Debt to TTM EBITDA	3.6x	4.0x



Reconciliation of Gross Debt to TTM EBITDA

(Unaudited)

(in millions)

		12 Months ended 6/30/19		12 Months ended 6/30/21
Gross Debt	\$	7,183	\$	6,646
less prefunding for LORD acquisition		(2,375)		-
Adjusted Gross Debt	\$	4,808	\$	6,646
Net Income		1,525		1,747
Income Taxes		424		500
Depreciation and Amortization		436		595
Interest Expense		190		250
TTM EBITDA	\$	2,576	\$	3,092
Gross Debt to TTM EBITDA		1.9x		2.1x



Reconciliation of Forecasted Earnings Per Share

(Unaudited) (amounts in dollars)	FY23 Preliminary Forecast	1st 12 Months
	Acquisition of Meggitt	Acquisition of Meggitt
Forecasted earnings per diluted share - midpoint	\$ (1.83)	\$ (2.00)
Estimated Adjustments:		
Acquisition-related intangible amortization expense	1.58	2.11
Amortization of inventory step-up to fair value	0.84	0.84
Integration costs to achieve	0.54	0.69
Tax effect of adjustments ¹	(0.68)	(0.84)
Adjusted forecasted earnings per diluted share - midpoint	\$ 0.45	\$ 0.80

¹Totals may not foot due to rounding

