

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): October 29, 2019

PARKER-HANNIFIN CORPORATION

(Exact name of registrant as specified in its charter)

Ohio  
(State or other jurisdiction  
of incorporation)

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 2.01. Completion of Acquisition or Disposition of Assets.**

On October 29, 2019, Parker-Hannifin Corporation (“Parker”) completed its previously announced acquisition of LORD Corporation (“LORD”) pursuant to the terms of the Agreement and Plan of Merger, dated April 26, 2019 (the “Merger Agreement”), by and among Parker, Erie Merger Sub, Inc., a wholly-owned subsidiary of Parker, LORD and Shareholder Representative Services LLC, as the shareholders’ representative (the “Acquisition”).

Pursuant to the Merger Agreement, Parker paid a purchase price of \$3.675 billion in cash, on a cash-free, debt-free basis, subject to customary post-closing adjustments.

A copy of the Merger Agreement was filed as Exhibit 2.1 to the Current Report on Form 8-K filed by Parker with the Securities and Exchange Commission (the “SEC”) on April 29, 2019, and is incorporated herein by reference. The foregoing description of the Merger Agreement does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement.

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

As previously disclosed, on May 22, 2019, Parker entered into a Credit Agreement (the “Credit Agreement”) among Parker, the lenders party thereto and KeyBank National Association, as administrative agent. The Credit Agreement provides for a senior unsecured delayed-draw term loan facility in an aggregate principal amount of \$800 million (the “Term Loan Facility”). In connection with the consummation of the Acquisition, on October 29, 2019, Parker borrowed \$800 million in the aggregate under the Term Loan Facility to pay a portion of the purchase price and other fees and expenses related thereto.

**Item 7.01. Regulation FD Disclosure.**

On October 29, 2019, Parker issued a press release announcing the completion of the Acquisition. A copy of the press release is attached as Exhibit 99.1 and is incorporated herein by reference.

This information shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933 or the Exchange Act, except as shall be set forth by specific reference in such filing.

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

(a) Financial statements of business acquired.

Parker will provide the financial statements required to be filed by Item 9.01(a) of Form 8-K by amendment to this Current Report on Form 8-K no later than the 71st day after the required filing date for this Current Report on Form 8-K.

(b) Pro forma financial information.

Parker will provide the pro forma financial statements required to be filed by Item 9.01(b) of Form 8-K by amendment to this Current Report on Form 8-K no later than the 71st day after the required filing date for this Current Report on Form 8-K.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">2.1*</a>	<a href="#">Agreement and Plan of Merger, by and among Parker-Hannifin Corporation, Erie Merger Sub, Inc., LORD Corporation and Shareholder Representative Services LLC, as shareholders’ representative, dated April 26, 2019 (incorporated by reference to Exhibit 2.1 of Parker’s Current Report on Form 8-K filed with the SEC on April 29, 2019).</a>
<a href="#">4.1</a>	<a href="#">Credit Agreement among Parker-Hannifin Corporation, the lenders party thereto and KeyBank National Association, as Administrative Agent, dated as of May 22, 2019 (incorporated by reference to Exhibit 10.1 of Parker’s Current Report on Form 8-K filed with the SEC on May 24, 2019).</a>
<a href="#">99.1</a>	<a href="#">Press Release, dated October 29, 2019, issued by Parker-Hannifin Corporation.</a>

\* Certain schedules have been omitted and Parker agrees to furnish supplementally to the SEC a copy of any omitted exhibits and schedules upon request.

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**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.

**PARKER-HANNIFIN CORPORATION**

October 29, 2019

By: /s/ Joseph R. Leonti

Name: Joseph R. Leonti

Title: Vice President, General Counsel and Secretary



**For Release:** Immediately

**Contact:** Media –  
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Financial Analysts –  
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Stock Symbol: PH – NYSE

## Parker Hannifin Completes LORD Acquisition

– *Strengthens Parker's position as a global leader in engineered materials*

**CLEVELAND – October 29, 2019** – Parker Hannifin Corporation (NYSE:PH), the global leader in motion and control technologies, today completed its acquisition of LORD Corporation – a leading manufacturer of advanced adhesives and coatings, as well as vibration and motion control technologies – for approximately \$3.675 billion in cash. The strategic transaction creates a combined organization with strong materials science capabilities, electrification and aerospace product offerings that are highly complementary.

The transaction is expected to drive significant value for shareholders through increased organic growth, higher EBITDA margins, stronger cash flow and add to Parker's earnings per share, excluding one-time costs and deal related amortization. LORD will strengthen Parker's portfolio of attractive margin and high growth businesses, and significantly expand Parker's materials science capabilities with complementary products, better positioning Parker to serve customers in growth industries and capitalize on emerging trends such as electrification and lightweighting.

"We are excited about the opportunity to strengthen our technology portfolio by significantly bolstering our position in engineered materials," said Tom Williams, Chairman and Chief Executive Officer of Parker. "Acquiring LORD is expected to improve operating margins and its organic growth rate will help improve the resiliency of the Parker portfolio, strengthening our ability to achieve top quartile financial performance."

"The LORD acquisition will allow us to deliver greater value to our existing and future customers," said Andy Weeks, Parker's Engineered Materials Group President. "We welcome the talented LORD team who have built a high performing business with strong product brands such as Chemlok®. Going forward, we will work collaboratively to integrate our businesses by leveraging the best ideas, capabilities and practices of both organizations."

An integration team has been formed and a detailed integration plan is underway, designed to allow for a smooth transition between Parker and LORD and to realize synergies between the two organizations.

### About Parker Hannifin

Parker Hannifin is a Fortune 250 global leader in motion and control technologies. For more than 100 years the company has engineered the success of its customers in a wide range of diversified industrial and aerospace markets. Parker has increased its annual dividend per share paid to shareholders for 63 consecutive fiscal years, among the top five longest-running dividend-increase records in the S&P 500 index. Learn more at [www.parker.com](http://www.parker.com) or @parkerhannifin.

## **About LORD Corporation**

LORD Corporation is a diversified technology and manufacturing company developing highly reliable adhesives, coatings, and vibration and motion control technologies that significantly reduce risk and improve product performance. For more than 90 years, LORD has worked in collaboration with its customers to provide innovative aerospace, defense, automotive and industrial solutions.

## Forward-Looking Statements

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. These statements may be identified from the use of forward-looking terminology such as "anticipates," "believes," "may," "should," "could," "potential," "continues," "plans," "forecasts," "estimates," "projects," "predicts," "would," "intends," "anticipates," "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. 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 current expectations, depending on economic conditions within its mobile, industrial and aerospace markets, and the company's ability to maintain and achieve anticipated benefits associated with announced realignment activities, strategic initiatives to improve operating margins, actions taken to combat the effects of the current economic environment, and growth, innovation and global diversification initiatives. Additionally, the actual impact of changes in tax laws in the United States and foreign jurisdictions and any judicial or regulatory interpretations thereof on future performance and earnings projections may impact the company's tax calculations. A change in the economic conditions in individual markets may have a particularly volatile effect on segment performance.

The risks and uncertainties in connection with such forward-looking statements related to the transaction include, but are not limited to, economic conditions within the company's and LORD's key markets, and the ability of the company and LORD to maintain and achieve anticipated benefits associated with the transaction, strategic initiatives to improve operating margins, and growth, innovation and global diversification initiatives; business disruptions due to transaction-related uncertainty or other factors making it more difficult to maintain relationships with employees, business partners or governmental entities; the possibility that the expected synergies and value creation from the transaction will not be realized or will not be realized within the expected time period; the parties being unable to successfully implement integration strategies; and significant costs related to the transaction. Readers should consider these forward-looking statements in light of and in conjunction with risk factors discussed in Parker's Annual Report on Form 10-K for the fiscal year ended June 30, 2019 filed on August 23, 2019 and other periodic filings made with the SEC. Parker makes these statements as of the date of this disclosure and undertakes no obligation to update them unless otherwise required by law.

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