

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): June 30, 2015

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

Missouri

(State or Other Jurisdiction of Incorporation)

1-278

(Commission  
File Number)

43-0259330

(I.R.S. Employer Identification Number)

8000 West Florissant Avenue  
St. Louis, Missouri

(Address of Principal Executive Offices)

63136

(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000

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

The following information is furnished pursuant to Item 8.01 of Form 8-K.

On June 30, 2015, Emerson Electric Co. ("Emerson") issued a press release announcing it plans to spin off its Network Power business via a tax-free distribution to Emerson shareholders. The spinoff is part of Emerson's strategic plan to streamline its portfolio and drive growth and value creation for its shareholders. As part of this strategic plan, Emerson also announced that it will explore strategic alternatives for its motors and drives, power generation and remaining storage businesses.

The full text of this press release is furnished with the Current Report on Form 8-K as Exhibit 99.1 and is incorporated herein by reference.

Forward-Looking and Cautionary Statements

Statements in this press release that are not strictly historical may be "forward-looking" statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include our ability to complete the potential transactions referenced herein, as well as economic and currency conditions, market demand, pricing, protection of intellectual property, and competitive and technological factors, among others, as set forth in the Company's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description of Exhibits
99.1	Press Release issued by Emerson dated June 30, 2015.

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.

EMERSON ELECTRIC CO.  
(Registrant)

Date: June 30, 2015

By: /s/ John G. Shively  
John G. Shively  
Vice President and  
Assistant Secretary

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## EXHIBIT INDEX

Exhibit Number	Description of Exhibits
99.1	Press Release issued by Emerson dated June 30, 2015



## news release

For immediate release

Media Contact: Mark Polzin (314) 982-1758

[Mark.Polzin@fleishman.com](mailto:Mark.Polzin@fleishman.com)

Investor Contact: Craig Rossman (314) 553-2197

[investor.relations@emerson.com](mailto:investor.relations@emerson.com)

### **EMERSON ANNOUNCES STRATEGIC PORTFOLIO REPOSITIONING; PLANS TO SPIN OFF NETWORK POWER BUSINESS AND EXPLORE OTHER STRATEGIC ACTIONS**

*Transactions will Streamline and Optimize the Portfolio; Enhance Growth and Investment Opportunities to Drive Profitability and Increase Shareholder Value*

*Portfolio Strategy to Include Exploring Strategic Alternatives for the Motors and Drives,  
Power Generation and Remaining Storage Businesses*

*Emerson to Host Conference Call Today at 9:00 a.m. ET*

ST. LOUIS, June 30, 2015 - Emerson (NYSE: EMR) today announced it plans to spin off its Network Power business via a tax-free distribution to shareholders as part of a plan to streamline its portfolio, drive growth, and accelerate value creation for shareholders. Emerson will also explore strategic alternatives for its motors and drives, power generation and remaining storage businesses. In addition, the company will conduct a complete review and assessment of its corporate services and structure to bring them into alignment with its smaller scale and sharper focus.

The spinoff of Network Power will result in two separate, industry-leading companies with distinct strategies and investment profiles. Following completion of all actions, Emerson will continue to be a global leader in bringing technology and engineering together to provide solutions for customers in the process, industrial, commercial and residential markets. These actions offer significant opportunities for enhanced growth, profitability, cash flow, and returns to shareholders.

As a publicly traded company, Network Power will be the world's leading, stand-alone provider of thermal management, A/C and D/C power, transfer switches, services and infrastructure management systems for the data center and telecommunications industries. Network Power will have significant product breadth, including a large portfolio of intelligent, rapidly deployable hardware, software and service solutions for power, thermal and infrastructure management. Network Power will be well positioned for further growth with increased flexibility and speed to market that will allow it to better respond to evolving market dynamics and customer needs.

"Emerson has a proven record of taking decisive actions to enhance shareholder value while providing an unmatched level of service to customers around the world," said Chairman and Chief Executive Officer David Farr. "We are aligning ourselves with the changing global marketplace and our customers' evolving needs to drive Emerson and Network Power forward. Creating two, independent companies will position both businesses to continue as leaders and to pursue distinct strategies to drive profitable

growth. Emerson and Network Power will each have sharper strategic focus, enabling both companies to better allocate resources, incentivize employees and allocate capital to capture the significant long-term opportunities in their respective markets.”

#### **Transaction Details**

The various transactions are expected to be substantially completed by September 30, 2016. Additional information on structure, management, governance and other significant matters for the Network Power separation will be provided at a later date. The Network Power separation transaction will not require approval from Emerson shareholders.

With regard to the plan to evaluate a broad range of alternatives for the motors and drives, power generation and remaining storage businesses, there can be no assurance that the strategic review process will result in any transaction. The company does not intend to comment further regarding the review process until any specific transaction is approved by the Board of Directors or the review process is concluded.

#### **Advisors**

JP Morgan and Centerview Partners are serving as financial advisors. Davis Polk & Wardwell LLP, Latham & Watkins LLP, Bryan Cave LLP and Baker & McKenzie are serving as legal advisors to Emerson for the various transactions described above.

#### **Investor Conference Call**

Emerson will host a conference call for investors today at 9:00 A.M. ET to review the proposed separation and answer questions. Access to a live webcast of the discussion will be available at [www.emerson.com/financial](http://www.emerson.com/financial) at the time of the call. A replay of the conference call will remain available for approximately three months.

#### **About Emerson**

Emerson (NYSE: EMR), based in St. Louis, Missouri (USA), is a global leader in bringing technology and engineering together to provide innovative solutions for customers in industrial, commercial, and consumer markets around the world. The company is comprised of five business segments: Process Management, Industrial Automation, Network Power, Climate Technologies, and Commercial & Residential Solutions. Sales in fiscal 2014 were \$24.5 billion. For more information, visit [Emerson.com](http://Emerson.com).

#### **Forward-Looking and Cautionary Statements**

Statements in this Form 8-K and the attached press release that are not strictly historical may be “forward-looking” statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include our ability to complete the potential transactions referenced herein, as well as economic and currency conditions, market demand, pricing, protection of intellectual property, and competitive and technological factors, among others, as set forth in the Company's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC.