

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): May 16, 2022

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock of \$0.50 par value per share	EMR	New York Stock Exchange NYSE Chicago
0.375% Notes due 2024	EMR 24	New York Stock Exchange
1.250% Notes due 2025	EMR 25A	New York Stock Exchange
2.000% Notes due 2029	EMR 29	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

On May 16, 2022, Emerson Electric Co. ("Emerson") issued a press release announcing the completion of the transactions contemplated by the Transaction Agreement and Plan of Merger, dated as of October 10, 2021, as amended by Amendment No. 1 to the Transaction Agreement and Plan of Merger, dated as of March 23, 2022 and Amendment No. 2 to the Transaction Agreement and Plan of Merger, dated as of May 3, 2022, by and among Emerson, Aspen Technology, Inc., a Delaware corporation ("Aspen"), EMR Worldwide Inc., a Delaware corporation and a wholly owned subsidiary of Emerson ("Emerson Sub"), Emersub CX, Inc., a Delaware corporation and a wholly owned subsidiary of Emerson Sub ("New AspenTech"), and Emersub CXI, Inc., a Delaware corporation and a direct wholly owned subsidiary of Emersub CX, Inc. ("Merger Sub") (the "Transaction Agreement"). A copy of such press release is attached hereto as Exhibit 99.1 and is furnished herewith.

Item 8.01. Other Events

On May 16, 2022, Emerson completed the previously announced transactions contemplated by the Transaction Agreement. Pursuant to the Transaction Agreement, (i) Emerson contributed \$6,014,000,000 in cash to New AspenTech in exchange for a number of shares of common stock, par value \$0.0001 per share, of New AspenTech ("Common Stock"), (ii) Emerson Sub contributed Open Systems International, Inc. and the Geological Simulation Software business to New AspenTech in exchange for a number of shares of Common Stock, (iii) Merger Sub merged with and into Aspen, with Aspen as the surviving corporation and a direct wholly owned subsidiary of New AspenTech (the "Merger"), and (iv) each outstanding share of common stock of Aspen (with certain exceptions) was converted into the right to receive 0.42 shares of Common Stock and \$87.69 in cash. As a result of the transactions contemplated by the Transaction Agreement, Emerson will beneficially own 55% of the outstanding shares of Common Stock (calculated on a fully diluted basis) and pre-Merger Aspen stockholders own the remaining outstanding shares of Common Stock. New AspenTech has been renamed Aspen Technology, Inc., and will be listed on NASDAQ with the ticker symbol AZPN.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
<u>99.1</u>	<u>Press release, dated May 16, 2022 issued by Emerson</u>
104	Cover Page Interactive Data File (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.

EMERSON ELECTRIC CO.
(Registrant)

Date: May 16, 2022

By: /s/ John A. Sperino
John A. Sperino
Vice President and Assistant Secretary



news release

For immediate release

Investor contact: Colleen Mettler 314-553-2197

Media contact: Charlotte Boyd 952-994-8607

Emerson and AspenTech Complete Transaction, Creating New AspenTech

ST. LOUIS (May 16, 2022) – Emerson (NYSE: EMR) and AspenTech today announced the successful closing of the combination of Emerson's industrial software businesses – OSI Inc. and its Geological Simulation Software business – with AspenTech to create a global industrial software leader ("new AspenTech"). With the close of the transaction, Emerson owns 55% of new AspenTech on a fully diluted basis and AspenTech shareholders own the remaining 45%. Shares of new AspenTech will begin trading on NASDAQ under the ticker symbol "AZPN" (previously AspenTech's ticker symbol) starting May 17, 2022.

"I am excited to announce the close of our transaction with AspenTech, which accelerates Emerson's software strategy and creates an enhanced, high-performance, leading industrial software company with immediate scale and relevancy in a fast-paced, evolving market," said Lal Karsanbhai, President and Chief Executive Officer of Emerson. "Today marks a significant milestone for Emerson and is a testament to our commitment to continue building a higher growth, more diversified portfolio. Together with new AspenTech, we expect to realize significant revenue and cost synergies, while having the platform and flexibility to strategically deploy capital for growth through continued investment and M&A."

"We have now begun a new era at AspenTech, expanding our global leadership in industrial software by providing capabilities that support the entire lifecycle of complex operations across a wide range of industry verticals," said Antonio Pietri, President and Chief Executive Officer of new AspenTech. "With a comprehensive software portfolio, an expanded global sales channel and an even stronger balance sheet reinforced by Emerson, new AspenTech will be uniquely positioned to help our customers address the dual challenge of meeting the increasing global demand for resources in a sustainable manner. As we move forward, I am confident that new AspenTech is poised for significant growth and continued success as we deliver value for our customers, employees and shareholders."

Goldman Sachs & Co. LLC and Centerview Partners LLC served as financial advisors to Emerson, and Davis Polk & Wardwell LLP served as legal counsel. J.P. Morgan Securities LLC served as financial advisor to AspenTech, and Skadden, Arps, Slate, Meagher & Flom LLP served as legal counsel.

About Emerson

Emerson (NYSE: EMR), headquartered in St. Louis, Missouri (USA), is a global technology and engineering company providing innovative solutions for customers in industrial, commercial and residential markets. Our Automation Solutions business helps process, hybrid and discrete manufacturers maximize production, protect personnel and the environment while optimizing their energy and operating costs. Our Commercial & Residential Solutions business helps ensure human comfort and health, protect food quality and safety, advance energy efficiency and create sustainable infrastructure. For more information, visit [Emerson.com](https://www.emerson.com).

About Aspen Technology

Aspen Technology, Inc. (NASDAQ: AZPN) is a global software leader helping industries at the forefront of the world's dual challenge meet the increasing demand for resources from a rapidly growing population in a profitable and sustainable manner. AspenTech solutions address complex environments where it is critical to optimize the asset design, operation and maintenance lifecycle. Through our unique combination of deep domain expertise and innovation, customers in capital-intensive industries can run their assets safer, greener, longer and faster to improve their operational excellence. To learn more, visit [AspenTech.com](https://www.aspentech.com).

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 the scope, duration and ultimate impacts of the COVID-19 pandemic and the Russia-Ukraine conflict, as well as economic and currency conditions, market demand, including related to the pandemic and oil and gas price declines and volatility, pricing, protection of intellectual property, cybersecurity, tariffs, competitive and technological factors, inflation, among others, as set forth in the Company's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC.

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