

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 8, 2022**

**Emerson Electric Co.**

(Exact name of registrant as specified in its charter)

**Missouri**  
(State or other Jurisdiction  
of Incorporation)

**1-278**  
(Commission  
File Number)

**43-0259330**  
(IRS Employer  
Identification No.)

**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 (see General Instruction A.2. below):

- ☐ 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
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 8.01 Other Events.**

On August 8, 2022, Emerson Electric Co. (the “Company”) announced an agreement to sell its InSinkErator business to Whirlpool Corporation. The purchase agreement for the transaction includes customary representations, warranties and covenants by the parties. The transaction is expected to close in the Company's 2023 fiscal year, subject to regulatory approvals and other customary closing conditions. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

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

(d) *Exhibits*

<u>Exhibit No.</u>	<u>Description</u>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release issued by Emerson Electric Co. on August 8, 2022.</u></a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

**FORWARD-LOOKING STATEMENTS**

*Statements in this Current Report on Form 8-K that are not strictly historical may be “forward-looking” statements, which involve risks and uncertainties, and the Company undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include the Company's ability to successfully complete on the terms and conditions contemplated, and the financial impact of, the proposed sale of its InSinkErator food waste disposal business, the financial impact of the AspenTech acquisition, the scope, duration and ultimate impact 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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**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: August 8, 2022

EMERSON ELECTRIC CO.  
(Registrant)

By: /s/ John Sperino

Name: John Sperino

Title: Vice President & Assistant Secretary

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# news release

**For immediate release**

Investor contact: Colleen Mettler 314-553-2197  
Media contact: Charlotte Boyd 952-994-8607

## **Emerson to Sell InSinkErator Business to Whirlpool Corporation**

ST. LOUIS (Aug. 8, 2022) – Emerson (NYSE: EMR) today announced an agreement to sell its InSinkErator® business to Whirlpool Corporation (NYSE: WHR) for \$3.0 billion. InSinkErator's trailing twelve-month revenue, as of March 31, 2022, was \$595 million, pretax earnings were \$148 million and EBITDA\* was \$166 million, representing a transaction value of 18.1x EBITDA.

The sale of InSinkErator represents a meaningful step in Emerson's continued commitment to creating a higher growth, more diversified and cohesive portfolio.

InSinkErator, the world's largest manufacturer of food waste disposers and instant hot water dispensers for home and commercial use, was founded in 1938 and acquired by Emerson in 1968. Whirlpool Corporation, a leader in the home appliance industry, is well positioned to build on InSinkErator's strong legacy and performance for long-term growth and success.

The transaction is expected to close in Emerson's 2023 fiscal year, subject to regulatory approvals and other customary closing conditions. Emerson will work closely with Whirlpool Corporation to help ensure a smooth transition for customers and InSinkErator's nearly 1,400 employees.

Emerson engaged Goldman Sachs as its financial adviser and Davis Polk & Wardwell LLP as legal counsel for the transaction.

### **About Emerson**

Emerson (NYSE: EMR), headquartered in St. Louis, Missouri (USA), is a global technology and software company providing innovative solutions for customers in industrial, commercial and residential markets. A leader in industrial automation, Emerson helps process, hybrid and discrete manufacturers optimize operations, protect personnel, reduce emissions and achieve their sustainability goals through its Automation Solutions and AspenTech businesses. Emerson's 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 Whirlpool Corporation

Whirlpool Corporation (NYSE: WHR) is committed to being the best global kitchen and laundry company, in constant pursuit of improving life at home. In an increasingly digital world, the company is driving purposeful innovation to meet the evolving needs of consumers through its iconic brand portfolio, including Whirlpool, KitchenAid, Maytag, Consul, Brastemp, Amana, Bauknecht, JennAir, Indesit and Yummly. In 2021, the company reported approximately \$22 billion in annual sales, 69,000 employees and 54 manufacturing and technology research centers. Additional information about the company can be found at [WhirlpoolCorp.com](https://www.whirlpoolcorp.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 Company's ability to successfully complete on the terms and conditions contemplated, and the financial impact of, the proposed sale of its InSinkErator food waste disposal business, the financial impact of the AspenTech acquisition, the scope, duration and ultimate impact 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.

\*EBITDA of \$166 million was adjusted by the following: \$15 million of depreciation expense and \$3 million of amortization expense to arrive at pretax earnings of \$148 million.

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