
**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): March 17, 2020

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 63136
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (314) 553-2000

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 Symbols | Name of each exchange on which registered |
|--|--------------------|---|
| Common Stock, \$0.50 par value per share | EMR | New York Stock Exchange Chicago Stock Exchange |
| 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 March 17, 2020, Emerson Electric Co. (the “Company”) announced that its Board of Directors has authorized the Company to repurchase 60 million shares of its common stock over the next several years. The authorization is in addition to the 70 million share repurchase authorization approved in November 2015, which is nearly completed and has approximately 7 million shares remaining available. Consistent with the capital allocation plan previously announced, the Company still expects to repurchase approximately \$1.5 billion in shares in fiscal 2020, depending on market conditions and other circumstances.

The shares may be repurchased in open market or private transactions and the timing, manner, price and amount of shares to be repurchased will be determined by management, with oversight by the Company’s Finance Committee, based on market conditions and other factors management deems appropriate. There can be no assurances as to the timing, manner, price or amount of any purchases, which may be suspended at any time. Repurchased shares may be used for the Company’s employee benefit plans and other corporate purposes.

Forward-Looking and Cautionary 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 Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include impact of the coronavirus, economic and currency conditions, market demand, pricing, protection of intellectual property, cybersecurity, tariffs, 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.

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: March 17, 2020

EMERSON ELECTRIC CO.

By: /s/ John A. Sperino

John A. Sperino

Vice President and Assistant Secretary