

lululemon athletica inc.
Form 8-K
January 06, 2012

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): January 1, 2012

lululemon athletica inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction)

001-33608
(Commission)

20-3842867
(IRS Employer)

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(State of incorporation)

(File Number)

(Identification No.)

400 1818 Cornwall Avenue Vancouver, British Columbia Canada, V6J 1CJ
(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (604) 732-6124

(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 (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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 1, 2012, Chip Wilson, founder, Chairman of the Board and Chief Innovation and Branding Officer of lululemon athletica, informed us that he intends to resign his executive position of Chief Innovation and Branding Officer, effective January 29, 2012. Mr. Wilson will continue to serve as Chairman of the Board of Directors of lululemon. A copy of the press release we issued in connection with this matter is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press release dated January 6, 2012

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

lululemon athletica inc.

Dated: January 6, 2012

By: /s/ John E. Currie
John E. Currie
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release dated January 6, 2012

Government Benchmark:

Euro Notes due 2022: DBR 2.000% due January 4, 2022 Euro Notes due 2025: DBR 0.500% due February 15, 2025 Euro Notes due 2028: DBR 0.000% due August 15, 2026 Sterling Notes: UKT 4.500% due September 7, 2034

Re-offer Spread vs.

Government Benchmark:

Euro Notes due 2022: B + 95.2 basis points Euro Notes due 2025: B + 108.9 basis points Euro Notes due 2028: B + 135.2 basis points Sterling Notes: G + 155.0 basis points

Proceeds to Verizon (before expenses):

Euro Notes due 2022: 99.628% Euro Notes due 2025: 99.104% Euro Notes due 2028: 98.924% Sterling Notes: 98.595%

Interest Rate:

Euro Notes due 2022: 0.500% per annum Euro Notes due 2025: 0.875% per annum Euro Notes due 2028: 1.375% per annum Sterling Notes: 3.125% per annum

Denominations:

Euro Notes: Minimum of 100,000 and integral multiples of 1,000 in excess of 100,000 Sterling Notes: Minimum of £100,000 and integral multiples of £1,000 in excess of £100,000

Optional Redemption:

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Euro Notes due 2022: Make-whole call at the greater of 100% of the principal amount of the Euro Notes due 2022 being redeemed or the discounted present value at the Comparable Government Bond Rate plus 15 basis points, plus accrued and unpaid interest Euro Notes due 2025: Make-whole call at the greater of 100% of the principal amount of the Euro Notes due 2025 being redeemed or the discounted present value at the Comparable Government Bond Rate plus 20 basis points, plus accrued and unpaid interest

Euro Notes due 2028: Make-whole call at the greater of 100% of the principal amount of the Euro Notes due 2028 being redeemed or the discounted present value at the Comparable Government Bond Rate plus 20 basis points, plus accrued and unpaid interest

Sterling Notes: Make-whole call at the greater of 100% of the principal amount of the Sterling Notes being redeemed or the discounted present value at the Comparable Government Bond Rate plus 25 basis points, plus accrued and unpaid interest

CUSIPs: Euro Notes due 2022: 92343V DH4
Euro Notes due 2025: 92343V DJ0
Euro Notes due 2028: 92343V DK7
Sterling Notes: 92343V DL5

ISINs: Euro Notes due 2022: XS1405767275
Euro Notes due 2025: XS1405766897
Euro Notes due 2028: XS1405766624
Sterling Notes: XS1405769727

Common Codes: Euro Notes due 2022: 140576727
Euro Notes due 2025: 140576689
Euro Notes due 2028: 140576662
Sterling Notes: 140576972

Listing: Verizon intends to apply to list the notes on the New York Stock Exchange (the NYSE). Trading in the notes on the NYSE is expected to begin within 30 days after the original issue, but the listing application is subject to review by the NYSE. Verizon has no obligation to maintain such listing and may delist the notes at any time.

Allocation:	Principal Amount of Euro Notes due 2022	Principal Amount of Euro Notes due 2025	Principal Amount of Euro Notes due 2028	Principal Amount of Sterling Notes
Barclays Bank PLC	212,500,000	212,500,000	265,625,000	£ 95,625,000
Citigroup Global Markets Limited	212,500,000	212,500,000	265,625,000	95,625,000
J.P. Morgan Securities plc	212,500,000	212,500,000	265,625,000	95,625,000
UBS Limited	212,500,000	212,500,000	265,625,000	95,625,000
Credit Suisse Securities (Europe) Limited	80,001,000	80,001,000	100,002,000	36,000,000
Banco Santander, S.A.	10,000,000	10,000,000	12,500,000	4,500,000
Lloyds Bank plc	10,000,000	10,000,000	12,500,000	4,500,000
Loop Capital Markets LLC	10,000,000	10,000,000	12,500,000	4,500,000
MUFG Securities EMEA plc	10,000,000	10,000,000	12,500,000	4,500,000
SMBC Nikko Capital Markets Limited	10,000,000	10,000,000	12,500,000	4,500,000
Wells Fargo Securities International Limited	10,000,000	10,000,000	12,500,000	4,500,000
Mischler Financial Group, Inc.	3,333,000	3,333,000	4,166,000	1,500,000
Samuel A. Ramirez & Company, Inc.	3,333,000	3,333,000	4,166,000	1,500,000
The Williams Capital Group, L.P.	3,333,000	3,333,000	4,166,000	1,500,000
Total	1,000,000,000	1,000,000,000	1,250,000,000	£ 450,000,000

Reference Document: Preliminary Prospectus Supplement, subject to completion, dated October 26, 2016, Prospectus dated September 1, 2016

The issuer has filed a registration statement (including a prospectus) with the U.S. Securities and Exchange Commission (the SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling Barclays at +1-888-603-5847, Citigroup Global Markets Limited at +1-800-831-9146, J.P. Morgan Securities plc at +44-207-134-2468 or UBS Limited at +1-888-827-7275.

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