

ASHLAND INC.  
Form 8-K  
August 03, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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FORM 8-K  
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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 3, 2012

ASHLAND INC.  
(Exact name of registrant as specified in its charter)

Kentucky  
(State or other jurisdiction of incorporation)

1-32532  
(Commission File Number)

20-0865835  
(I.R.S. Employer Identification No.)

50 E. RiverCenter Boulevard  
P.O. Box 391  
Covington, Kentucky 41012-0391

Registrant's telephone number, including area code (859) 815-3333

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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))
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Item 8.01. Other Events

On August 3, 2012, Ashland Inc. (the “Company”) announced the pricing of an offering (the “Notes Offering”) of \$500 million aggregate principal amount of its 4.750% Senior Notes due 2022 (the “Notes”). The Notes will be unsecured, unsubordinated obligations of the Company. The Notes Offering is expected to close on August 7, 2012, subject to customary closing conditions.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. The Notes will be offered and sold only to qualified institutional buyers pursuant to Rule 144A under the Securities Act, and outside the United States pursuant to Regulation S under the Securities Act.

On August 3, 2012, the Company also announced the expiration, as of midnight, New York City time, on August 2, 2012, of its previously announced cash tender offer (the “Tender Offer”) for any and all of its 9.125% Senior Notes due 2017 (CUSIP No. 044209AD6).

A copy of the news release announcing pricing of the Notes Offering and expiration of the Tender Offer is hereby incorporated by reference and attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 News Release announcing Pricing of the Notes Offering and Expiration of the Tender Offer, dated August 3, 2012.

SIGNATURES

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.

ASHLAND INC.  
(Registrant)

August 3, 2012

/s/ Peter J. Ganz  
Peter J. Ganz  
Senior Vice President and  
General Counsel

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EXHIBIT INDEX

- 99.1 News Release announcing Pricing of the Notes Offering and Expiration of the Tender Offer, dated August 3, 2012.

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