

WHIRLPOOL CORP /DE/
Form 8-K
February 17, 2015

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) February 17, 2015

WHIRLPOOL CORPORATION
(Exact name of registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

2000 North M-63,

1-3932
(Commission
File Number)

38-1490038
(I.R.S. Employer
Identification No.)

49022-2692

Benton Harbor, Michigan
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code (269) 923-5000

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))

Item 7.01. Regulation FD Disclosure.

On February 17, 2015, Indesit Company S.p.A. (*società per azioni* under the laws of the Republic of Italy) (the Issuer), a wholly-owned indirect subsidiary of Whirlpool Corporation (the Company) issued a press release announcing that the Issuer commenced a consent solicitation to amend certain provisions of the 300,000,000 4.50% Guaranteed Notes due April 16, 2018 (the Notes) unconditionally and irrevocably guaranteed by Indesit Company Luxembourg S.A. so that the terms and conditions of the Notes are better aligned to the terms and conditions of notes and bonds issued by the Company. If the proposed amendments to the terms of the Notes are approved, Whirlpool Corporation will become a guarantor of the Notes. A copy of the Issuer s press release is attached as Exhibit 99.1 hereto and is incorporated by reference.

The information, including Exhibit 99.1, in this Form 8-K is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Form 8-K shall not be incorporated by reference into any filing under the Securities Act of 1933, except as shall otherwise be expressly set forth by specific reference in such filing.

The securities have not been and will not be registered under the Securities Act or the securities laws of any state or other jurisdiction of the United States. The securities are being offered only outside the United States to certain investors in offshore transactions in reliance on Regulation S, and may not be offered, sold or delivered, directly or indirectly, within the United States or to, or for the account or benefit of, U.S. persons , except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state or local securities laws.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Press Release dated February 17, 2015

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: February 17, 2015

WHIRLPOOL CORPORATION

By: /s/ Larry M. Venturelli

Name: Larry M. Venturelli

Title: Executive Vice President and Chief Financial
Officer