

ARROW ELECTRONICS INC  
Form 8-K  
September 29, 2009

**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):**

**September 23, 2009**

**Arrow Electronics, Inc.**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**001-04482**  
(Commission File Number)

**11-1806155**  
(IRS Employer  
Identification No.)

**50 Marcus Drive, Melville, New York**  
(Address of principal executive offices)

**11747**  
(Zip code)

Registrant's telephone number including area code: **(631) 847-2000**

**Not Applicable**

(Former name or former address if changed from 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))
-

**Item 8.01. Other Events.**

Reference is hereby made to the Registrant's Registration Statement on Form S-3 (File No. 333-162070), filed with the Securities and Exchange Commission (the Commission) on September 23, 2009 and the Prospectus Supplement filed with the Commission on September 24, 2009 (together, the Registration Statement), pursuant to which the Registrant registered \$300,000,000 aggregate principal amount of its securities, for offer and sale in accordance with applicable provisions of the Securities Act of 1933, as amended.

On September 23, 2009, the Registrant entered into an Underwriting Agreement (the Underwriting Agreement) with Banc of America Securities LLC, Goldman, Sachs & Co. and J.P. Morgan Securities Inc. (collectively, the Underwriters), in connection with the public offering by the Underwriters of \$300,000,000 aggregate principal amount of the Registrant's 6.00% Senior Notes due 2020 (the Notes), covered by the Registration Statement. The Underwriting Agreement in the form in which it was executed is filed herewith as Exhibit 1.1. On September 23, 2009, the Registrant issued a press release announcing the pricing of the offering. The press release is filed herewith as Exhibit 99.1.

The Registrant has previously entered into an Indenture, dated as of January 15, 1997 (the Indenture), with Bank of Montreal Trust Company, as trustee, with respect to the Registrant's debt securities.

Pursuant to the Indenture, on September 30, 2009, the Registrant and The Bank of New York Mellon, as trustee (the Trustee) will enter into a Supplemental Indenture (the Supplemental Indenture), which provides for the issuance of the Notes. A copy of the Supplemental Indenture is filed herewith as Exhibit 4.1.

**Item 9.01. Financial Statement and Exhibits.**

**Exhibit**

**Number Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated September 23, 2009, between Arrow Electronics, Inc., Banc of America Securities LLC, J.P. Morgan Securities Inc. and Goldman, Sachs & Co. |
| 4.1  | Supplemental Indenture, to be dated as of September 30, 2009, with respect to the Notes, between Arrow Electronics, Inc. and The Bank of New York Mellon.               |
| 99.1 | Press Release, dated September 23, 2009.  |

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.

ARROW ELECTRONICS, INC.,  
a New York Corporation

By: /s/ Peter S. Brown  
Name: Peter S. Brown  
Title: Senior Vice President, General  
Counsel,  
and Secretary

Date: September 29, 2009

**EXHIBIT INDEX**

**Exhibit**

**Number Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated September 23, 2009, between Arrow Electronics, Banc of America Securities LLC, Inc., J.P. Morgan Securities Inc. and Goldman, Sachs & Co. |
| 4.1  | Supplemental Indenture, to be dated as of September 30, 2009, with respect to the Notes, between Arrow Electronics, Inc. and The Bank of New York Mellon.               |
| 99.1 | Press Release, dated September 23, 2009.  |