

TEREX CORP
Form 8-K
March 27, 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) March 22, 2012

TEREX CORPORATION

(Exact Name of Registrant as Specified in Charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 1-10702 | 34-1531521 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 200 Nyala Farm Road, Westport, Connecticut | 06880 |
| (Address of Principal Executive Offices) | (Zip Code) |

Registrant's telephone number, including area code (203) 222-7170

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 (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 1.01. Entry Into a Material Definitive Agreement.

On March 22, 2012, Terex Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Credit Suisse Securities (USA) LLC, Goldman, Sachs & Co., RBS Securities Inc. and UBS Securities LLC, as representatives of the several underwriters named therein, with respect to the offer and sale of \$300 million aggregate principal amount of 6.50% Senior Notes due 2020 (the “Notes”), pursuant to the Registration Statement on Form S-3, File No. 333-170429. The Underwriting Agreement contains customary representations and covenants and includes the terms and conditions of the sale of the Notes, indemnification and contribution obligations and other terms and conditions customary in agreements of this type. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to such Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference.

Certain of the underwriters, or their affiliates, are party to other agreements with the Company and its subsidiaries, including the provision of commercial banking, investment banking, trustee and/or other financial services in the ordinary course of business of the Company and its subsidiaries.

Item 8.01. Other Events.

The Company issued a press release on March 27, 2012, announcing that it has completed its previously announced financing of the Notes. A copy of this press release is included as Exhibit 99.1 to this Form 8-K.

The Opinion and Consent of Fried, Frank, Harris, Shriver and Jacobson LLP as to the validity of the Notes and the Guarantees offered and sold pursuant to the Registration Statement are filed herewith and are incorporated by reference into the Registration Statement.

The Opinion and Consent of Eric I Cohen, General Counsel to Terex Corporation as to the due authorization, execution and delivery of the Guarantees offered and sold pursuant to the Registration Statement are filed herewith and are incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Underwriting Agreement, dated March 22, 2012, among Terex Corporation and Credit Suisse Securities (USA) 1.1 LLC, Goldman, Sachs & Co., RBS Securities Inc. and UBS Securities LLC, as representatives for the several underwriters named therein.

5.1 Opinion of Fried, Frank, Harris, Shriver and Jacobson LLP as to the validity of the Notes and the Guarantees.

5.2 Opinion of Eric I Cohen as to the due authorization, execution and delivery of the Guarantees.

23.1 Consent of Fried, Frank, Harris, Shriver and Jacobson LLP (contained in Exhibit 5.1)

23.2 Consent of Eric I Cohen (contained in Exhibit 5.2)

99.1 Press release of Terex Corporation issued on March 27, 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.

Date: March 27, 2012

TEREX CORPORATION

By: /s/ Eric I Cohen
Eric I Cohen
Senior Vice President, Secretary and General Counsel