

ILLINOIS TOOL WORKS INC

Form S-4

March 23, 2012

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As filed with the Securities and Exchange Commission on March 23, 2012

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-4
REGISTRATION STATEMENT

UNDER
THE SECURITIES ACT OF 1933

ILLINOIS TOOL WORKS INC.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of

3560
(Primary Standard Industrial

36-1258310
(I.R.S. Employer

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incorporation or organization)

Classification Code Number)

Identification No.)

3600 West Lake Avenue

Glenview, IL 60026-1215

(847) 724-7500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Maria C. Green

Senior Vice President, General Counsel & Secretary

Illinois Tool Works Inc.

3600 West Lake Avenue

Glenview, IL 60026-1215

(847) 724-7500

(Name, Address, including zip code, and telephone number, including area code, of agent for service)

Copy to:

Kimberly K. Rubel

Drinker Biddle & Reath LLP

191 North Wacker Drive, Suite 3700

Chicago, IL 60606-1698

(312) 569-1000

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable following the effectiveness of this registration statement.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer:

Accelerated filer:

Non-accelerated filer: (Do not check if a smaller reporting company)

Smaller reporting company:

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered | Proposed maximum offering price per note | Proposed maximum aggregate offering price (1) | Amount of registration fee (1) |
|--|----------------------------|--|---|-----------------------------------|
| 3.375% Notes due 2021 | \$350,000,000 | 100% | \$350,000,000 | \$40,110 |
| 4.875% Notes due 2041 | \$650,000,000 | 100% | \$650,000,000 | \$74,490 |
| Total | \$1,000,000,000 | | \$1,000,000,000 | \$114,600 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) under the Securities Act of 1933, as amended.

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The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and it is not an offer to buy these securities in any state where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED MARCH 23, 2012

PROSPECTUS

ILLINOIS TOOL WORKS INC.

EXCHANGE OFFER FOR

\$350,000,000 3.375% Notes due 2021

\$650,000,000 4.875% Notes due 2041

We hereby offer, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal (which together constitute the exchange offer), to exchange up to \$350,000,000 aggregate principal amount of our 3.375% Notes due 2021 and up to \$650,000,000 aggregate principal amount of our 4.875% Notes due 2041 that have been registered under the Securities Act of 1933, as amended (the Securities Act), which together we refer to as the exchange notes, for a like principal amount of our outstanding 3.375% Notes due 2021 and 4.875% Notes due 2041, which together we refer to as the original notes. The terms of the exchange offer are summarized below and are more fully described in this prospectus.

The terms of the exchange notes are substantially identical to the terms of the original notes in all material respects, except that the exchange notes are registered under the Securities Act and the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes.

We will accept for exchange any and all original notes validly tendered and not properly withdrawn prior to 5:00 p.m., New York City time, on _____, 2012, unless extended.

You may withdraw tenders of original notes at any time prior to the expiration of the exchange offer.

We will not receive any proceeds from the exchange offer.

The exchange of original notes for exchange notes generally will not be a taxable event for U.S. federal income tax purposes.

Each broker-dealer that receives exchange notes for its own account under the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of those notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an underwriter within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer for resales of exchange notes received in exchange for original notes that had been acquired as a result of market-making or other trading activities. We have agreed that we will make available as promptly as practicable a copy of this prospectus, as it may be amended or supplemented, to any holder or any broker-dealer for use in connection with any such resale, together with an appropriate letter of transmittal and related documents. See Plan of Distribution.

The notes will not be listed on any securities exchange, quotation system or PORTAL.

See **Risk Factors** beginning on page 10 to read about important factors you should consider before tendering your original notes.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2012.

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No information in this prospectus constitutes legal, business or tax advice, and you should not consider it as such. You should consult your own attorney, business advisor and tax advisor for legal, business and tax advice regarding the exchange offer.

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FORWARD-LOOKING STATEMENTS

This prospectus contains or incorporates by reference certain statements and information that are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Securities Exchange Act of 1934, as amended (the Exchange Act). These statements may be identified by the use of words such as believe, expect, plans, intends, strategy, prospects, estimate, project, target, forecast, and other similar words, including, without limitation, statements regarding the expected acquisition or disposition of businesses, the availability of raw materials and energy, the expiration of any one of our patents, the cost of compliance with environmental regulations, market conditions in North America, Asia Pacific and Europe in 2012, the adequacy of internally generated funds and credit facilities, the meeting of dividend payout objectives, the ability to fund debt service obligations, the likelihood of future goodwill or intangible asset impairment charges, our portion of future benefit payments related to pension and postretirement benefits, the availability of additional financing, the outcome of outstanding legal proceedings, the impact of adopting new accounting pronouncements and the estimated timing and amount related to the resolution of tax matters. These statements are subject to certain risks, uncertainties, and other factors, which could cause actual results to differ materially from those anticipated. Important risks that may influence future results include (1) weakness or downturns in the markets we serve, (2) changes or deterioration in international and domestic political and economic conditions, particularly in North America, Europe, and Asia Pacific, (3) potential negative impact of acquisitions on our profitability and return on invested capital, (4) the risk of intentional acts of our employees, agents or business partners that violate anti-corruption and other laws, (5) the unfavorable impact of foreign currency fluctuations and costs of raw materials, (6) decreases in credit availability, (7) an interruption in, or reduction in, introducing new products into our product lines, (8) an unfavorable environment for making acquisitions, domestic and international, including adverse accounting or regulatory requirements and market values of candidates, (9) unfavorable tax law changes and tax authority rulings, (10) financial market risks to our obligations under our defined benefit pension plans, and (11) potential adverse outcome in legal proceedings. The risks covered here are not all inclusive and given these and other possible risks and uncertainties, investors should not place undue reliance on forward-looking statements as a prediction of actual results.

Forward-looking statements are inherently subject to risks and uncertainties, some of which we cannot predict or quantify. For a discussion of significant risks applicable to us, see Risk Factors below. Should one or more of these risks or uncertainties materialize, or should our underlying assumptions prove incorrect, actual outcomes may vary materially from those indicated.

INCORPORATION OF DOCUMENTS BY REFERENCE

We are incorporating information contained in the reports we file with the Securities and Exchange Commission (the SEC) by reference, which means that we are disclosing important information to you in this document by referring you to those documents. The information incorporated by reference is an important part of this prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings we make with the SEC under Section 13(a), 13(c), 14 or 15(d) of the Exchange Act (other than any portions of such filings that are furnished rather than filed under applicable SEC rules), including any filings (i) after the date of the filing of the registration statement containing this prospectus and prior to the effectiveness of the registration statement, and (ii) after the date of this prospectus, until we have sold all of the notes to which this prospectus relates or the offering is otherwise terminated:

Annual Report on Form 10-K for the fiscal year ended December 31, 2011; and

Current Reports on Form 8-K filed January 13, 2012, February 7, 2012, February 13, 2012, and February 23, 2012.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the SEC. Our SEC filings are available to the public over the Internet at the SEC's web site at www.sec.gov. You may also read and copy any document we file at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the operation of the Public Reference Room. Our common stock is listed on the New York Stock Exchange under the symbol ITW. The reports, proxy statements and other information that we file with the SEC are also available at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. You may also access these filings free of charge through our Internet website, www.itw.com. Other than the documents referred to above under Incorporation of Documents by Reference, information on our Internet website is not part of this prospectus, and you should not consider it to be a part of this prospectus.

This prospectus contains summaries of the material terms of certain documents and refers you to certain documents that we have filed with the SEC. Copies of these documents, except for certain exhibits and schedules, will be made available to you without charge upon written or oral request to:

Maria C. Green, Secretary

Illinois Tool Works Inc.

3600 West Lake Avenue

Glenview, IL 60026

(847) 724-7500

To obtain timely delivery of such materials, you must request information from us no later than five business days prior to the expiration of the exchange offer, which is , 2012.

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SUMMARY

This summary provides an overview of selected information about Illinois Tool Works Inc. and the offering and does not contain all the information you should consider in making a decision to purchase the exchange notes. This summary is qualified in its entirety by, and should be read in conjunction with, the more detailed information and financial statements, including the notes thereto, appearing elsewhere in, or incorporated by reference in, this prospectus. You should read the entire prospectus carefully before making an investment decision, including the discussion of significant risks applicable to us and to your participation in the exchange offer presented under Risk Factors below. Unless the context otherwise indicates, all references to we, us or our in this prospectus refer to Illinois Tool Works Inc.

Illinois Tool Works Inc.

We are a multinational manufacturer of a diversified range of industrial products and equipment with operations in 58 countries. These businesses are internally reported as 52 operating segments to senior management. Our 52 operating segments have been aggregated into the following eight external reportable segments:

Transportation: Businesses in this segment produce components, fasteners, fluids and polymers, as well as truck remanufacturing and related parts and service.

In the Transportation segment, products and services include:

plastic and metal components, fasteners and assemblies for automobiles and light trucks;

fluids, polymers and other supplies for auto aftermarket maintenance and appearance;

fillers and putties for auto body repair;

polyester coatings and patch and repair products for the marine industry; and

truck remanufacturing and related parts and service.

Power Systems & Electronics: Businesses in this segment produce equipment and consumables associated with specialty power conversion, metallurgy and electronics.

In the Power Systems & Electronics segment, products include:

arc welding equipment;

metal arc welding consumables and related accessories;

metal solder materials for PC board fabrication;

equipment and services for microelectronics assembly;

electronic components and component packaging;

static and contamination control equipment;

airport ground support equipment; and

pressure sensitive adhesives and components for telecommunications, electronics, medical and transportation applications.

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Industrial Packaging: Businesses in this segment produce steel, plastic and paper products and equipment used for bundling, shipping and protecting goods in transit.

In the Industrial Packaging segment, products include:

steel and plastic strapping and related tools and equipment;

plastic stretch film and related equipment;

paper and plastic products that protect goods in transit; and

metal jacketing and other insulation products.

Food Equipment: Businesses in this segment produce commercial food equipment and related service.

In the Food Equipment segment, products and services include:

warewashing equipment;

cooking equipment, including ovens, ranges and broilers;

refrigeration equipment, including refrigerators, freezers and prep tables;

food processing equipment, including slicers, mixers and scales;

kitchen exhaust, ventilation and pollution control systems; and

food equipment service, maintenance and repair.

Construction Products: Businesses in this segment produce tools, fasteners and other products for construction applications.

In the Construction Products segment, products include:

fasteners and related fastening tools for wood and metal applications;

anchors, fasteners and related tools for concrete applications;

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metal plate truss components and related equipment and software; and

packaged hardware, fasteners, anchors and other products for retail.

Polymers & Fluids: Businesses in this segment produce adhesives, sealants, lubrication and cutting fluids, and hygiene products.

In the Polymers & Fluids segment, products include:

adhesives for industrial, construction and consumer purposes;

chemical fluids which clean or add lubrication to machines;

epoxy and resin-based coating products for industrial applications; and

hand wipes and cleaners for industrial applications.

Decorative Surfaces: Businesses in this segment produce decorative surfacing materials for furniture, office and retail space, countertops, and other applications.

In the Decorative Surfaces segment, products include:

decorative high-pressure laminate for furniture, office and retail space, and countertops; and

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high-pressure laminate worktops.

All Other: This segment includes all other operating segments.

In the All Other segment, products include:

equipment and related software for testing and measuring of materials and structures;

plastic reclosable packaging for consumer food storage;

plastic consumables that multi-pack cans and bottles and related equipment;

plastic fasteners and components for appliances, furniture and industrial uses;

metal fasteners and components for appliances and industrial applications;

foil, film and related equipment used to decorate consumer products;

product coding and marking equipment and related consumables; and

line integration, conveyor systems and line automation for the food and beverage industries.

80/20 Business Process

A key element of our business strategy is our continuous 80/20 business process for both existing businesses and new acquisitions. The basic concept of this 80/20 business process is to focus on what is most important (the 20% of the items which account for 80% of the value) and to spend less time and resources on the less important (the 80% of the items which account for 20% of the value). Our operations use this 80/20 business process to simplify and focus on the key parts of their business, and as a result, reduce complexity that often disguises what is truly important. Our operations utilize the 80/20 process in various aspects of their business. Common applications of the 80/20 business process include:

Simplifying product lines by reducing the number of products offered by combining the features of similar products, outsourcing products or, as a last resort, eliminating low-value products.

Segmenting the customer base by focusing on the 80/20 customers separately and finding alternative ways to serve the 20/80 customers.

Simplifying the supplier base by partnering with 80/20 suppliers and reducing the number of 20/80 suppliers.

Designing business processes, systems and measurements around the 80/20 activities.

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The result of the application of this 80/20 business process is that we have over time improved our long-term operating and financial performance. These 80/20 efforts can result in restructuring projects that reduce costs and improve margins. Corporate management works closely with those businesses that have operating results below expectations to help those businesses better apply this 80/20 business process and improve their results.

We were founded in 1912 and incorporated in 1915. Our principal offices are located at 3600 West Lake Avenue, Glenview, Illinois 60026. Our telephone number is (847) 724-7500. We maintain a website at www.itw.com. We are not including the information contained on our website as a part of, or incorporating it by reference into, this prospectus.

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SUMMARY OF THE EXCHANGE OFFER

On August 31, 2011, we completed the private placement of \$350,000,000 aggregate principal amount of 3.375% Notes due 2021 and \$650,000,000 aggregate principal amount of 4.875% Notes due 2041. As part of that offering, we entered into a registration rights agreement with the initial purchasers of the original notes, dated August 31, 2011, in which we agreed, among other things, to deliver this prospectus to you and to use our reasonable best efforts to complete an exchange offer for the original notes. Below is a summary of the exchange offer.

Securities offered Up to \$350,000,000 aggregate principal amount of new 3.375% notes due 2021 and up to \$650,000,000 aggregate principal amount of new 4.875% notes due 2041 that have been registered under the Securities Act. The form and terms of these exchange notes are identical in all material respects to those of the original notes except that the exchange notes are registered under the Securities Act, and the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes.

The exchange offer We are offering to exchange up to \$350,000,000 principal amount of our 3.375% Notes due 2021 and up to \$650,000,000 principal amount of our 4.875% Notes due 2041 that have been registered under the Securities Act for a like principal amount of the original notes outstanding. You may tender original notes in minimum denominations of \$2,000 and any integral multiple of \$1,000 in excess thereof. We will issue exchange notes as soon as practicable after the expiration of the exchange offer. In order to be exchanged, an original note must be properly tendered and accepted. All original notes that are validly tendered and not properly withdrawn will be exchanged. As of the date of this prospectus, there are outstanding original notes consisting of \$350,000,000 aggregate principal amount of 3.375% Notes due 2021 and \$650,000,000 aggregate principal amount of 4.875% Notes due 2041. The \$350,000,000 aggregate principal amount of our original 3.375% Notes due 2021 and \$650,000,000 aggregate principal amount of our original 4.875% Notes due 2041 were offered under an Indenture dated as of November 1, 1986, as supplemented by a First Supplemental Indenture dated as of May 1, 1990 and an Officers Certificate dated as of August 31, 2011.

Expiration date; Tenders The exchange offer will expire at 5:00 p.m., New York City time, on , 2012, unless we extend the exchange offer in our sole and absolute discretion. By tendering your original notes, you represent that:

any exchange notes you receive in the exchange offer are being acquired by you in the ordinary course of your business;

at the time of commencement of the exchange offer, you have no arrangement or understanding with any person to participate in, and are not engaged in and do not intend to engage in, the distribution (within the meaning of the Securities Act) of the exchange notes in violation of the provisions of the Securities Act;

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you are not our affiliate (within the meaning of Rule 405 under the Securities Act); and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for original notes that were acquired as a result of market-making or other trading activities, then you will deliver a prospectus (or, to the extent permitted by law, make available a prospectus to purchasers) in connection with any resale of exchange notes.

For further information regarding resales of the exchange notes by participating broker-dealers, see the discussion under the caption Plan of Distribution.

Accrued interest on the exchange notes and original notes The exchange notes will bear interest from March 15, 2012. If your original notes are accepted for exchange, you will receive interest on the exchange notes and not on the original notes. Any original notes not tendered will remain outstanding and continue to accrue interest according to their terms.

Conditions to the exchange offer The exchange offer is not subject to any conditions other than that it not violate any applicable law or applicable interpretations of the SEC staff. We may assert or waive these conditions in our sole discretion. If we materially change the terms of the exchange offer, we will resolicit tenders of the original notes. See The Exchange Offer Conditions to the Exchange Offer for more information regarding conditions to the exchange offer.

Procedures for tendering original notes Except as described in the section titled The Exchange Offer Guaranteed Delivery Procedures, a tendering holder must, on or prior to the expiration date:

transmit a properly completed and duly executed letter of transmittal, including all other documents required by the letter of transmittal, to the exchange agent at the address listed in this prospectus; or

if original notes are tendered in accordance with the book-entry procedures described in this prospectus, transmit an agent's message to the exchange agent at the address listed in this prospectus. See The Exchange Offer Procedures for Tendering.

Special procedures for beneficial holders If you are a beneficial holder of original notes that are registered in the name of your broker, dealer, commercial bank, trust company or other nominee, and you wish to tender in the exchange offer, you should promptly contact the person in whose name your original notes are registered and instruct that person to tender on your behalf. See The Exchange Offer Procedures for Tendering.

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| Guaranteed delivery procedures | If you wish to tender your original notes and you cannot deliver your original notes, the letter of transmittal or any other required documents to the exchange agent before the expiration date, you may tender your original notes by following the guaranteed delivery procedures under the heading "The Exchange Offer - Guaranteed Delivery Procedures." |
| Withdrawal rights | Tenders may be withdrawn at any time before 5:00 p.m., New York City time, on the expiration date. |
| Acceptance of original notes and delivery of exchange notes | Subject to the conditions stated in the section "The Exchange Offer - Conditions to the Exchange Offer," we will accept for exchange any and all original notes which are properly tendered in the exchange offer and not withdrawn before 5:00 p.m., New York City time, on the expiration date. The exchange notes will be delivered as soon as practicable after the expiration date. See "The Exchange Offer - Terms of the Exchange Offer." |
| Material U.S. federal tax consequences | Your exchange of original notes for exchange notes pursuant to the exchange offer generally will not be a taxable event for U.S. federal income tax purposes. |
| Exchange agent | The Bank of New York Mellon Trust Company, N.A., is serving as exchange agent in connection with the exchange offer. The address and telephone number of the exchange agent are listed under the heading "The Exchange Offer - Exchange Agent." |
| Use of proceeds | We will not receive any proceeds from the issuance of exchange notes in the exchange offer. We have agreed to pay all expenses incidental to the exchange offer other than commissions and concessions of any broker or dealer and certain transfer taxes and will indemnify holders of the notes, including any broker-dealers, against certain liabilities, including liabilities under the Securities Act. |
| Resales | Based on interpretations by the staff of the SEC as detailed in a series of no-action letters issued to third parties, we believe that the exchange notes issued in the exchange offer may be offered for resale, resold or otherwise transferred by you without compliance with the registration and prospectus delivery requirements of the Securities Act as long as: you are acquiring the exchange notes in the ordinary course of your business; you are not participating, do not intend to participate and have no arrangement or understanding with any person to participate, in a distribution of the exchange notes; and you are neither an affiliate of ours nor a broker-dealer tendering notes acquired directly from us for your own account. |

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If you are an affiliate of ours and are engaged in or intend to engage in or have any arrangement or understanding with any person to participate in the distribution of the exchange notes:

you cannot rely on the applicable interpretations of the staff of the SEC; and

you must comply with the registration requirements of the Securities Act in connection with any resale transaction.

Each broker or dealer that receives exchange notes for its own account in exchange for original notes that were acquired as a result of market-making or other trading activities must acknowledge that it will comply with the registration and prospectus delivery requirements of the Securities Act in connection with any offer to resell or other transfer of the exchange notes issued in the exchange offer, including the delivery of a prospectus that contains information with respect to any selling note holder required by the Securities Act in connection with any resale of the exchange notes.

Furthermore, any broker-dealer that acquired any original notes directly from us:

may not rely on the applicable interpretation of the staff of the SEC's position contained in Exxon Capital Holdings Corp., SEC no-action letter (April 13, 1988), Morgan Stanley & Co. Inc., SEC no-action letter (June 5, 1991), and Shearman & Sterling, SEC no-action letter (July 2, 1993); and

must also be named as a selling note holder in connection with the registration and prospectus delivery requirements of the Securities Act relating to any resale transaction.

As a condition to participation in the exchange offer, each holder will be required to represent that it is not our affiliate or a broker-dealer that acquired the original notes directly from us.

Consequences of not exchanging original notes

If you do not exchange your original notes in the exchange offer, you will continue to be subject to the restrictions on transfer described in the legend on your original notes. In general, you may offer or sell your original notes only if they are:

registered under the Securities Act and applicable state securities laws;

offered or sold under an exemption from registration under the Securities Act and applicable state securities laws; or

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offered or sold in a transaction not subject to the Securities Act and applicable state securities laws.

Although your original notes will continue to accrue interest, they will retain no rights under the registration rights agreement.

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We currently do not intend to register the original notes under the Securities Act. Under some circumstances, certain participants in the exchange offer who may not freely sell exchange notes received in the exchange offer may require us to file, and to cause to become effective, a shelf registration statement covering resales of the original notes by these holders. For more information regarding the consequences of not tendering your original notes and our obligations to file a shelf registration statement, see [The Exchange Offer Consequences of Exchanging or Failing to Exchange the Original Notes](#) and [The Exchange Offer Registration Rights Agreement](#).

Risk factors

See [Risk Factors](#) beginning on page 10 of this prospectus for a discussion of factors you should consider carefully before deciding to participate in the exchange offer.

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The following is a summary of the terms of the exchange notes. The form and terms of the exchange notes are identical in all material respects to those of the original notes except that the exchange notes are registered under the Securities Act, and the transfer restrictions, registration rights and additional interest provisions applicable to the original notes do not apply to the exchange notes. The exchange notes will evidence the same debt as the original notes and will be governed by the same indenture. When we refer to the terms note or notes in this prospectus, we are referring to the original notes and the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. For a more detailed description of the terms and conditions of the exchange notes, see the section of this prospectus entitled Description of Exchange Notes.

| | |
|---------------------|---|
| Issuer | Illinois Tool Works Inc., a Delaware corporation. |
| Securities Offered | \$350,000,000 aggregate principal amount of 3.375% Notes due 2021. \$650,000,000 aggregate principal amount of 4.875% Notes due 2041. |
| Maturity | The 2021 notes will mature on September 15, 2021. The 2041 notes will mature on September 15, 2041. |
| Interest | Interest will accrue on the exchange notes from March 15, 2012 and will be payable semiannually in arrears on March 15 and September 15 of each year, beginning on September 15, 2012. |
| Ranking | The notes will be our unsecured obligations and will rank on parity with all of our other unsecured and unsubordinated indebtedness. |
| Optional Redemption | We may redeem some or all of the notes, in whole or in part, at any time, from time to time, at the redemption prices set forth in the indenture, as summarized in this prospectus under the caption Description of Exchange Notes Optional Redemption. |
| Certain Covenants | The indenture for the notes limits our ability to, among other things, engage in mergers, consolidations or similar transactions, create liens and engage in sale and leaseback transactions. See Description of Exchange Notes Covenants. |

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RISK FACTORS

Before making any investment decision, including whether to participate in the exchange offer, you should carefully consider the risks described below and other information in this prospectus. Risks and uncertainties are not limited to those set forth in the risk factors described below, however. Additional risks and uncertainties not presently known to us or that we currently believe to be less significant than the following risk factors may also impair our business operations. Our business, financial condition, results of operations or cash flows could be materially adversely affected by any of these risks.

*This prospectus also contains or incorporates by reference forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in those forward-looking statements as a result of certain factors, including the risks faced by us described below and elsewhere in this prospectus. See *Forward-Looking Statements*.*

Risks Relating to Our Business

For a discussion of risks related to our business and operations, please see *Item 1A. Risk Factors* and *Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K for our fiscal year ended December 31, 2011, which are incorporated by reference in this prospectus, as well as similar disclosures contained in our filings with the SEC subsequent to the date of this prospectus.

Risks Relating to the Exchange Notes

There is no current public market for the exchange notes, and a market may not develop.

The exchange notes are a new issue of securities for which there is currently no public trading market. We cannot guarantee:

the liquidity of any market that may develop for the exchange notes;

your ability to sell the exchange notes; or

the price at which you might be able to sell the exchange notes.

Liquidity of any market for the exchange notes and future trading prices of the exchange notes will depend on many factors, including:

prevailing interest rates;

our operating results; and

the market for similar securities.

The initial purchasers have advised us that they currently intend to make a market in the exchange notes, but they are not obligated to do so and may cease any market-making at any time without notice. We do not intend to apply for listing of any of the exchange notes on any securities exchange or for inclusion of any of the exchange notes in any automated quotation system. As a result, it may be difficult for you to find a buyer for the exchange notes at the time you want to sell them and, even if you find a buyer, you might not receive the price you want.

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Risks Relating to the Exchange Offer

You may have difficulty selling the original notes that you do not exchange.