

HOME DEPOT INC  
Form 8-K  
April 05, 2013

**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): April 5, 2013

**THE HOME DEPOT, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**1-8207**  
(Commission  
File Number)

**95-3261426**  
(IRS Employer  
Identification No.)

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2455 Paces Ferry Road, N.W., Atlanta, Georgia 30339

(Address of Principal Executive Offices) (Zip Code)

(770) 433-8211

(Registrant's Telephone Number, Including Area Code)

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 8.01. Other Events.**

On April 5, 2013, The Home Depot, Inc. (the Company) completed a public offering of \$1,000,000,000 aggregate principal amount of its 2.700% Senior Notes due 2023 and \$1,000,000,000 aggregate principal amount of its 4.200% Senior Notes due 2043 (collectively, the Notes). The offering of the Notes was made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-183621).

In connection with the offering of the Notes, the Company entered into an Underwriting Agreement dated April 2, 2013 (the Underwriting Agreement) among the Company and Barclays Capital Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the underwriters named therein (together, the Underwriters). Pursuant to the Underwriting Agreement, the Company agreed to sell the Notes to the Underwriters, and the Underwriters agreed to purchase the Notes for resale to the public. The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The Notes were issued under an Indenture dated as of August 24, 2012 (the Indenture) between the Company and Deutsche Bank Trust Company Americas.

The foregoing summary is qualified by reference to the Underwriting Agreement, the Indenture and the respective forms of global note for the offering, which are filed as exhibits to this Form 8-K and are incorporated herein and in the above-referenced shelf registration statement by reference. These documents are filed to provide information about their terms, are not intended to provide any factual or other information about the Company or the other parties to the agreements, and should not be relied upon by investors for any other purpose.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement dated as of April 2, 2013 among The Home Depot, Inc. and Barclays Capital Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC, as representatives of the Underwriters named therein.
4.1	Indenture dated as of August 24, 2012 between the Company and Deutsche Bank Trust Company Americas incorporated herein by reference to Exhibit 4.3 to the Company's Registration Statement on Form S-3 (Registration No. 333-183621).
4.2	Form of 2.700% Senior Notes due April 1, 2023.
4.3	Form of 4.200% Senior Notes due April 1, 2043.
5.1	Opinion of Alston & Bird LLP.
23.1	Consent of Alston & Bird LLP (included in Exhibit 5.1).

**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.

**THE HOME DEPOT, INC.**

(Registrant)

Date: April 5, 2013

By: /s/ Carol B. Tomé

Name: Carol B. Tomé

Title: Chief Financial Officer and Executive Vice President  
Corporate Services

**INDEX TO EXHIBITS**

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4.3	Form of 4.200% Senior Notes due April 1, 2043.
5.1	Opinion of Alston & Bird LLP.
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