

DUPONT E I DE NEMOURS & CO
Form 8-K
November 17, 2016

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): November 17, 2016 (November 14, 2016)

E. I. du Pont de Nemours and Company
(Exact Name of Registrant as Specified in Its Charter)

Delaware	1-815	51-0014090
(State or Other Jurisdiction Of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

974 Centre Road
Wilmington, Delaware 19805
(Address of principal executive offices)

Registrant's telephone number, including area code: (302) 774-1000

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On November 14, 2016, the expected benefit due under the DuPont Pension Restoration Plan (the “PRP”), an unfunded, non-qualified plan that provides benefits to Named Executive Officers last hired before January 1, 2007 was reduced as a result of actions undertaken by the Board of Directors of E. I. du Pont de Nemours and Company (DuPont or the “Company”) to freeze benefit accruals under the DuPont Pension and Retirement Plan, a tax-qualified, defined benefit pension plan (the “U.S. Pension Plan”). The effective date of the freeze will be the earlier of the effective date of the first of the Intended Business Separations* or November 30, 2018 (the “Effective Date”). As a result, on and after the Effective Date, further additional service credits and eligible compensation received for any such further additional service will not be included in the determination of the benefits payable under the U.S. Pension Plan.

If benefits provided under the U.S. Pension Plan would exceed applicable U.S. Internal Revenue Code compensation or benefit limits, the excess benefit is paid under the PRP. Accordingly, freezing the benefit accruals under the U.S. Pension Plan correspondingly reduces the benefit amount expected to be delivered through the PRP as of the Effective Date.

*On December 11, 2015, DuPont and The Dow Chemical Company (Dow) announced entry into an Agreement and Plan of Merger, under which the companies will combine in an all-stock merger of equals subject to the satisfaction of customary closing conditions, including receipt of regulatory approval. Following the consummation of the merger, DuPont and Dow intend to pursue, subject to the receipt of the approval by the Board of Directors of the combined company, the separation of the combined company’s agriculture business, specialty products business and material science business through a series of tax-efficient transactions (the “Intended Business Separations”).

Item 7.01 Regulation FD Disclosure

On November 17, 2016, the Company announced to employees changes to the U.S. Pension Plan and U.S. other post-employment medical, dental and life insurance benefits (“OPEB benefits”). The Company will freeze the pay and service amounts used to calculate pension benefits for active employees who participate in the U.S. Pension Plan at the “Effective Date” as defined above. Therefore, as of the Effective Date, active employees will not accrue additional U.S. Pension Plan benefits for future service and eligible compensation received. In addition to the changes to the U.S. Pension Plan, eligible employees who will be under the age of 50 at the Effective Date will not receive OPEB benefits.

There are approximately 133,000 participants in the U.S. Pension Plan, of which 13,000 are active employees impacted by the changes to the pension benefit and 4,500 employees impacted by the changes to the OPEB benefits. These plans were closed to the majority of employees hired in the U.S. and Puerto Rico on or after January 1, 2007.

Retirees already collecting benefits and former employees with a vested benefit will not be affected by these changes. Current and former employees will also keep all benefits already earned in the U.S. Pension Plan through the Effective Date.

The Company estimates that these changes will reduce the benefit obligation of the long-term employee benefits by about \$550 million and result in a fourth quarter 2016 pre-tax curtailment gain of approximately \$380 million. These estimates are subject to change as the Company completes the re-measurements of the impacted plans during the fourth quarter of 2016. Post the Effective Date, the service cost component of annual pension and OPEB expense is expected to decrease by an amount which the Company at present estimates to be about \$50 million based on current economic assumptions.

Forward-Looking Statements: This communication contains “forward-looking statements” within the meaning of the federal securities laws, including Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. In this context, forward-looking statements often address expected future business and financial performance and financial condition, and often contain words such as “expect,” “anticipate,” “intend,” “plan,” “believe,” “seek,” “see,” “will,” “would,” “target,” similar expressions, and variations or negatives of these w

Forward-looking statements by their nature address matters that are, to different degrees, uncertain, such as statements about the consummation of the proposed transaction and the anticipated benefits thereof. Forward-looking statements are not guarantees of future performance and are based on certain assumptions and expectations of future events which may not be realized. Forward-looking statements also involve risks and uncertainties, many of which are beyond the company’s control. Some of the important factors that could cause the company’s actual results to differ materially from those projected in any such forward-looking statements are: fluctuations in energy and raw material prices; failure to develop and market new products and optimally manage product life cycles; ability to respond to market acceptance, rules, regulations and policies affecting products based on biotechnology and, in general, for products for the agriculture industry; outcome of significant litigation and environmental matters, including realization of associated indemnification assets, if any; failure to appropriately manage process safety and product stewardship issues; changes in laws and regulations or political conditions; global economic and capital markets conditions, such as inflation, interest and currency exchange rates; business or supply disruptions; security threats, such as acts of sabotage, terrorism or war, natural

disasters and weather events and patterns which could affect demand as well as availability of products for the agriculture industry; ability to protect and enforce the company's intellectual property rights; successful integration of acquired businesses and separation of underperforming or non-strategic assets or businesses; and risks related to the agreement entered on December 11, 2015, with The Dow Chemical Company pursuant to which the companies have agreed to effect an all-stock merger of equals, including the completion of the proposed transaction on anticipated terms and timing, the ability to fully and timely realize the expected benefits of the proposed transaction and risks related to the intended business separations contemplated to occur after the completion of the proposed transaction. Important risk factors relating to the proposed transaction and intended business separations include, but are not limited to, (i) the completion of the proposed transaction on anticipated terms and timing, including obtaining regulatory approvals, anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies for the management, expansion and growth of the new combined company's operations and other conditions to the completion of the merger, (ii) the ability of Dow and DuPont to integrate the business successfully and to achieve anticipated synergies, risks and costs and pursuit and/or implementation of the potential separations, including anticipated timing, any changes to the configuration of businesses included in the potential separation if implemented, (iii) the intended separation of the agriculture, material science and specialty products businesses of the combined company post-mergers in one or more tax efficient transactions on anticipated terms and timing, including a number of conditions which could delay, prevent or otherwise adversely affect the proposed transactions, including possible issues or delays in obtaining required regulatory approvals or clearances, disruptions in the financial markets or other potential barriers, (iv) potential litigation relating to the proposed transaction that could be instituted against Dow, DuPont or their respective directors, (v) the risk that disruptions from the proposed transaction will harm Dow's or DuPont's business, including current plans and operations, (vi) the ability of Dow or DuPont to retain and hire key personnel, (vii) potential adverse reactions or changes to business relationships resulting from the announcement or completion of the merger, (viii) uncertainty as to the long-term value of DowDuPont common stock, (ix) continued availability of capital and financing and rating agency actions, (x) legislative, regulatory and economic developments, (xi) potential business uncertainty, including changes to existing business relationships, during the pendency of the merger that could affect Dow's and/or DuPont's financial performance, (xii) certain restrictions during the pendency of the merger that may impact Dow's or DuPont's ability to pursue certain business opportunities or strategic transactions and (xiii) unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as management's response to any of the aforementioned factors. These risks, as well as other risks associated with the proposed merger, are more fully discussed in the joint proxy statement/prospectus included in the registration statement on Form S-4 declared effective by the SEC on June 9, 2016 (File No. 333-209869), as last amended, (the "Registration Statement") in connection with the proposed merger. While the list of factors presented here is, and the list of factors presented in the Registration Statement are, considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Dow's or DuPont's consolidated financial condition, results of operations, credit rating or liquidity. Neither Dow nor DuPont assumes any obligation to publicly provide revisions or updates to any forward-looking statements regarding the proposed transaction and intended business separations, whether as a result of new information, future developments or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws. The company undertakes no duty to publicly revise or update any forward-looking statements as a result of future developments, or new information or otherwise, should circumstances change, except as otherwise required by securities and other applicable laws.

The information set forth in this Current Report on Form 8-K is being furnished pursuant to Item 7.01, and such information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended,

or otherwise subject to the liabilities under that Section. Furthermore, such information shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933, as amended.

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.

E. I. DU PONT DE NEMOURS AND COMPANY
(Registrant)

/s/ Jeanmarie F. Desmond
Jeanmarie F. Desmond
Vice President and Controller

November 17, 2016

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