

3M CO  
Form 8-K  
August 07, 2015

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **August 4, 2015**

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**3M Company**

(Exact name of registrant as specified in its Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-3285**  
(Commission File Number)

**41-0417775**  
(I.R.S. Employer  
Identification No.)

**3M Center, St. Paul, Minnesota**  
(Address of Principal Executive Offices)

**55144-1000**  
(Zip Code)

Registrant's telephone number, including area code: **(651) 733-1110**

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**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))

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**Item 8.01. Other Events**

The exhibits filed herewith are exhibits to the Registration Statement on Form S-3 (file no. 333-196003) of 3M Company (the "Company"), filed with the Securities and Exchange Commission on May 16, 2014. On August 4, 2015, the Company entered into a Terms Agreement with Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several purchasers named therein, relating to the sale of \$450,000,000 aggregate principal amount of the Company's 1.375% Notes due 2018, \$500,000,000 aggregate principal amount of the Company's 2.000% Notes due 2020 and \$550,000,000 aggregate principal amount of the Company's 3.000% Notes due 2025, issued off of the Company's \$9,000,000,000 Medium Term Notes Program, Series F.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                        |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                | Terms Agreement relating to the issuance and sale of the Company's 1.375% Notes due 2018, 2.000% Notes due 2020 and 3.000% Notes due 2025 |
| 5.1                | Opinion of Gregg M. Larson relating to the Company's 1.375% Notes due 2018, 2.000% Notes due 2020 and 3.000% Notes due 2025               |

**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, thereunto duly authorized.

Date: August 7, 2015

**3M Company**

By:

*/s/ Gregg M. Larson  
Gregg M. Larson,  
Deputy General Counsel and Secretary*