

BELDEN INC.  
Form 8-K  
June 24, 2014

**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): June 24, 2014**

**Belden Inc.**  
**(Exact name of registrant as specified in its charter)**

**001-12561**  
**(Commission**  
**File Number)**

**Delaware**  
**(State or other jurisdiction**

**36-3601505**  
**(I.R.S. Employer**

**of incorporation)**

**Identification No.)**

**1 North Brentwood Boulevard, 15<sup>th</sup> Floor**

**St. Louis, Missouri 63105**

**(Address of principal executive offices) (Zip Code)**

**(314) 854-8000**

**(Registrant's telephone number, including area code)**

**N/A**

**(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 7.01 Regulation FD Disclosure**

In connection with the Notes Offering referred to in Item 8.01 below, Belden Inc. (the Company) is disclosing under this Item 7.01 of this Report the information included as Exhibit 99.1 hereto, which is incorporated herein by reference. The information included in Exhibit 99.1 is excerpted from the Preliminary Offering Memorandum, dated June 24, 2014, that is being delivered to potential investors in connection with the Notes Offering and is provided in this Item 7.01 of this Report to satisfy the Company's public disclosure requirements under Regulation FD. The information contained in this Item 7.01, including Exhibit 99.1, does not constitute an offer to sell, or a solicitation of an offer to buy, any of the notes in the Notes Offering or any other securities of the Company.

In accordance with General Instruction B.2 of Form 8-K, the information presented herein under Item 7.01 and set forth in the attached Exhibit 99.1 shall not be deemed to be filed for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and is not to be incorporated by reference into any filing of the Company under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 8.01 Other Events.**

On June 24, 2014, the Company issued a press release announcing that it intends to commence a private offering of senior subordinated notes due 2024 (the Notes Offering). A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state in which the offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state.

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

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 99.1       | Excerpt from Preliminary Offering Memorandum dated June 24, 2014.   |
| 99.2       | Company news release dated June 24, 2014, titled Belden Announces \$200 Million Private Offering of Senior Subordinated Notes |

**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.

BELDEN INC.

Dated: June 24, 2014

By: /s/ Kevin L. Bloomfield  
Kevin L. Bloomfield  
Senior Vice President, Secretary and General  
Counsel