

**StanleyBlack&Decker**

**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): May 15, 2020**

**Stanley Black & Decker, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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

**1-5224**  
(Commission  
File Number)

**06-0548860**  
(I.R.S. Employer  
Identification No.)

**1000 Stanley Drive, New Britain,  
Connecticut**  
(Address of principal executive offices)

**06053**  
(Zip Code)

**Registrant's telephone number including area code: (860) 225-5111**

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
<b>Common Stock - \$2.50 Par Value per Share</b>	<b>SWK</b>	<b>New York Stock Exchange</b>
<b>Corporate Units</b>	<b>SWP</b>	<b>New York Stock Exchange</b>
<b>Corporate Units</b>	<b>SWT</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information included in Item 5.03 below is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On May 15, 2020, Stanley Black & Decker, Inc. (the “Company”) filed a Certificate of Amendment to its Restated Certificate of Incorporation (the “Certificate of Amendment”). The Certificate of Amendment provides for the modification of certain terms of the Company’s Series C Cumulative Perpetual Convertible Preferred Stock, without par value, with a liquidation preference of \$1,000 per share (the “Convertible Preferred Stock”), pursuant to a successful final remarketing (the “Remarketing”) of the Convertible Preferred Stock in accordance with the Certificate of Amendment to the Company’s Restated Certificate of Incorporation, dated May 17, 2017 (the “Original Certificate of Amendment”), and the Purchase Contract and Pledge Agreement, dated May 17, 2017, among the Company, The Bank of New York Mellon Trust Company, N.A., as purchase contract agent, and HSBC Bank USA, National Association, as collateral agent, custodial agent and securities intermediary. The Certificate of Amendment became effective on May 15, 2020.

Prior to the effectiveness of the Certificate of Amendment, the Convertible Preferred Stock (i) did not bear any dividends; (ii) was convertible only upon the occurrence of certain fundamental change events, and, subject to adjustment, the conversion rate was 6.2001 shares of the Company’s common stock, par value \$2.50 per share (the “Common Stock”), per share, which was equivalent to a conversion price of approximately \$161.29 per share of Common Stock; and (iii) was redeemable from and after June 22, 2020, at a redemption price equal to 100% of the liquidation preference thereof, plus any accumulated and unpaid dividends.

Pursuant to the Certificate of Amendment, holders of the Convertible Preferred Stock will be entitled to receive when, as and if declared by the Company’s board of directors cumulative dividends, solely in cash, quarterly in arrears at a fixed rate equal to (i) 5.000% per annum of the \$1,000 per share liquidation preference (equivalent to \$50.00 per annum per share) for dividend periods from, and including, May 15, 2020 to, but excluding, May 15, 2023, and (ii) 10.000% per annum of the \$1,000 per share liquidation preference (equivalent to \$100.00 per annum per share) for dividend periods from, and including, May 15, 2023. In addition, pursuant to the Certificate of Amendment, the earliest redemption date applicable to the Convertible Preferred Stock will be May 15, 2021, and the Convertible Preferred Stock will have an initial conversion rate of 6.7352 shares of Common Stock per share of the Convertible Preferred Stock, equivalent to an initial conversion price of approximately \$148.47, subject to adjustment. Holders of shares of the Convertible Preferred Stock will have a right to convert their shares at their option, at any time and from time to time, into, at the Company’s election, cash, shares of Common Stock or a combination thereof, unless the Company has previously irrevocably elected a settlement payment method to apply. Lastly, the Certificate of Amendment amends the designation of the Convertible Preferred Stock from “0% Series C Cumulative Perpetual Convertible Preferred Stock” to “Series C Cumulative Perpetual Convertible Preferred Stock.”

Terms of the Convertible Preferred Stock not modified in connection with the Remarketing will remain unchanged and are described in Item 5.03 of the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 17, 2017, which information is incorporated herein by reference.

The Original Certificate of Amendment, the Certificate of Amendment and form of certificate for the Convertible Preferred Stock are filed as Exhibits 3.1, 3.2 and 4.1, respectively, to this Current Report on Form 8-K and incorporated herein by reference. The descriptions of the material terms of the Convertible Preferred Stock and the Certificate of Amendment are qualified in their entirety by reference to such exhibits.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Certificate of Amendment to the Restated Certificate of Incorporation, dated May 17, 2017 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on May 17, 2017).</u></a>
3.2	<a href="#"><u>Certificate of Amendment to the Restated Certificate of Incorporation, dated May 15, 2020.</u></a>
4.1	<a href="#"><u>Preferred Stock Certificate (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on May 17, 2017).</u></a>
104	Cover Page Interactive Data File (formatted as inline XBRL).

**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.

Stanley Black & Decker, Inc.

By: /s/ Janet M. Link

Name: Janet M. Link

Title: Senior Vice President, General Counsel and  
Secretary

Dated: May 15, 2020

**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
STANLEY BLACK & DECKER, INC.**

Stanley Black & Decker, Inc., a corporation organized and existing under the Connecticut Business Corporation Act (the “**CBCA**”), does hereby certify:

- 1: The name of the corporation is Stanley Black & Decker, Inc. (the “**Corporation**”).
- 2: Section 3C of the Restated Certificate of Incorporation, as amended from time to time (the “**Certificate of Incorporation**”), is hereby further amended as set forth on Exhibit A hereto.
- 3: The amendments are permitted pursuant to Section 33-608(1)(4) of the CBCA.
- 4: The amendments were adopted by resolution of the Special Securities Committee of the Board of Directors on May 7, 2020. No Shareholder approval was required.

*[Signature page follows]*

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation to be duly executed this 15th day of May, 2020.

**STANLEY BLACK & DECKER, INC.**

By: /s/ Robert T. Paternostro  
Name: Robert T. Paternostro  
Title: Vice President, Treasury

## Exhibit A

### Text of Amendment

Each capitalized term used but not defined herein shall have the meaning assigned to it in Section 3C of the Certificate of Incorporation or, if not defined therein, in the Purchase Contract and Pledge Agreement (as defined in Section 3C of the Certificate of Incorporation).

For purposes of Section 3C of the Certificate of Incorporation, the Remarketing of the 0% Series C Cumulative Perpetual Convertible Preferred Stock conducted by the Corporation on May 7, 2020 constitutes a "Successful Remarketing" and a "Dividend Increase Remarketing," and the related settlement date of May 15, 2020 constitutes a "Remarketing Settlement Date." In connection with such Remarketing and in accordance with Section 3C(12) of the Certificate of Incorporation, Section 3C thereof is amended as follows:

1. Section 3C(1) is amended by deleting "0% Series C Cumulative Perpetual Convertible Preferred Stock" and replacing it with "Series C Cumulative Perpetual Convertible Preferred Stock".
2. The definition of "Conversion Rate" in Section 3C(2) is deleted and replaced with the following:  
**"Conversion Rate"** per share of Convertible Preferred Stock means 6.7352 shares of Common Stock, subject to adjustment as set forth herein.
3. The definition of "Dividend Payment Date" in Section 3C(2) is amended by adding the following immediately before the period at the end thereof:  
"; *provided that*, notwithstanding anything to the contrary in this Section 3C, the first Dividend Payment Date shall be August 15, 2020".
4. The definition of "Dividend Rate" in Section 3C(2) is amended by adding the following immediately before the period at the end thereof:  
"; *provided that* (i) from, and including, May 15, 2020 to, but excluding, the Dividend Step-Up Date, "Dividend Rate" means 5.000% per annum of the \$1,000 per share Liquidation Preference and (ii) from, and including, the Dividend Step-Up Date, "Dividend Rate" means 10.000% per annum of the \$1,000 per share Liquidation Preference".
5. Section 3C(2) is amended by adding the following definition immediately below the definition of "Dividend Rate":  
**"Dividend Step-Up Date"** means May 15, 2023.
6. Section 3C(4)(a) is amended by adding the following at the end thereof:  
"Notwithstanding anything to the contrary in this Section 3C, from, and including, May 15, 2020, the Dividend Rate shall be as set forth in Section 3C(2)."
7. Section 3C(8)(a) is amended by deleting each occurrence of "June 22, 2020" and replacing it with "May 15, 2021".