

AMPHENOL CORP /DE/  
Form 8-K  
January 24, 2012

**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) **January 19, 2012**

**AMPHENOL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**1-10879**  
(Commission File Number)

**22-2785165**  
(IRS Employer  
Identification No.)

**358 Hall Avenue, Wallingford, Connecticut**  
(Address of principal executive offices)

**06492**  
(Zip Code)

Registrant's telephone number, including area code **(203) 265-8900**

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01**                                      **Entry into a Material Definitive Agreement**

On January 19, 2012, Amphenol Corporation (the "Company") entered into an Underwriting Agreement by and between the Company and Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of \$500,000,000 aggregate principal amount of its 4.000% Senior Notes due 2022 (the "Notes"). A copy of the Underwriting Agreement is attached as Exhibit 10.1 hereto, and is filed herewith for purposes of incorporation by reference into the Company's Registration Statement (no. 333-162722).

The above description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

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

Exhibit 10.1                                      Underwriting Agreement, dated January 19, 2012, by and between the Company and Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of the Notes

**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 thereunto duly authorized.

AMPHENOL CORPORATION

By:

/s/ Diana G. Reardon  
Diana G. Reardon  
Executive Vice President and Chief Financial Officer

Date: January 24, 2012

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Underwriting Agreement, dated January 19, 2012, by and between the Company and Barclays Capital Inc., Deutsche Bank Securities Inc. and J.P. Morgan Securities LLC, as representatives of the several Underwriters named in Schedule A thereto, relating to the offer and sale of the Notes