

STANLEY BLACK & DECKER, INC.

Form 8-A12B

November 27, 2013

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Stanley Black & Decker, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

**Connecticut**  
**(State of Incorporation**

**or Organization)**

**1000 Stanley Drive**

**06-0548860**  
**(I.R.S. Employer**

**Identification no.)**

**06053-1675**

**New Britain, Connecticut**  
**(Address of Principal Executive Offices)**

**(Zip Code)**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(c), please check the following box. ☒ x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective upon filing pursuant to General Instruction A.(d), please check the following box. ☐ "

**Securities Act registration statement file number to which this form relates: 333-170817**

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

**Title of Each Class**

**Name of Each Exchange on Which**

**to be so Registered**  
**Corporate Units**

**Each Class is to be Registered**  
**New York Stock Exchange**

**Securities to be registered pursuant to Section 12(g) of the Act:**

**None**  
**(Title of Class)**

**None**  
**(Name of Exchange)**

## Item 1. Description of Registrant's Securities to be Registered

For a description of Stanley Black & Decker, Inc.'s (the "Registrant") Corporate Units to be registered hereunder, reference is made to the information under the captions "Description of Securities," "Description of Debt Securities," "Description of Capital Stock" and "Description of Stock Purchase Contracts and Stock Purchase Units" in the Prospectus, dated November 16, 2011, included in the Registrant's automatic shelf registration statement on Form S-3 (File No. 333-170817) originally filed under the Securities Act of 1933, as amended (the "Securities Act"), with the Securities and Exchange Commission on November 16, 2011, and amended by Post-Effective Amendment No. 1 on June 27, 2013, as supplemented by the information under the captions "Description of the Equity Units," "Description of the Purchase Contracts," "Certain Provisions of the Purchase Contract and Pledge Agreement" and "Description of the Notes" in the prospectus supplement filed pursuant to Rule 424(b)(2) under the Securities Act on November 27, 2013, which information is hereby incorporated herein by reference and made part of this registration statement on Form 8-A in its entirety.

## Item 2. Exhibits

- 1.1\* Underwriting Agreement among the Company and Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and J.P. Morgan Securities LLC, as representatives of the underwriters named therein relating to the offering of the Equity Units.
- 3.1 Restated Certificate of Incorporation dated September 15, 1998 (incorporated by reference to Exhibit 3(i) to the Company's Quarterly Report on Form 10-Q filed on May 13, 2010).
- 3.2 Certificate of Amendment to the Restated Certificate of Incorporation dated December 21, 2009 (incorporated by reference to Exhibit 3(ii) to the Company's Quarterly Report on Form 10-Q filed on May 13, 2010).
- 3.3 Certificate of Amendment to the Restated Certificate of Incorporation dated March 12, 2010 (incorporated by reference to Exhibit 3(iii) to the Company's Quarterly Report on Form 10-Q filed on May 13, 2010).
- 3.4 Certificate of Amendment to the Restated Certificate of Incorporation dated November 5, 2010 (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on November 9, 2010).
- 3.5 Certificate of Amendment to the Restated Certificate of Incorporation dated April 17, 2012 (incorporated by reference to Exhibit 3(i) to the Company's Quarterly Report on Form 10-Q filed on May 2, 2012).
- 3.6 Amended and Restated Bylaws (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on April 19, 2013).
- 4.1\* Purchase Contract and Pledge Agreement 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.

- 4.2 Indenture, dated as of November 22, 2005, between the Company and HSBC Bank USA, National Association, as trustee (the Trustee ) (incorporated by reference to Exhibit 4.5 to the Company's Current Report on Form 8-K filed on November 29, 2005).
- 4.3\* Fourth Supplemental Indenture between the Company and the Trustee.
- 4.4\* Form of Corporate Unit.
- 4.5\* Form of Unpledged Junior Subordinated Note.
- 4.6\* Form of Pledged Junior Subordinated Note.

\* To be filed either by amendment or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

**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.

Dated: November 27, 2013

**Stanley Black & Decker, Inc.**

By: /s/ Bruce H. Beatt

Name: Bruce H. Beatt

Title: Senior Vice President, General Counsel  
and Secretary

## Exhibit Index

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