

EMERSON ELECTRIC CO
Form 8-K
June 21, 2018

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 21, 2018

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

Missouri	1-278	43-0259330
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(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

8000 West Florissant Avenue	63136
St. Louis, Missouri	-----
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(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000

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:

- .. 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))

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 7.01 Regulation FD Disclosure

The following information is furnished pursuant to Regulation FD.

Emerson Three-Month Orders

(Percentage change versus prior year; trailing three-month averages, including Valves & Controls acquisition and currency translation, excluding other acquisitions and divestitures)

	March '18	April '18	May '18
Automation Solutions	10	10 to 15	5 to 10
Commercial & Residential Solutions	5	0 to 5	0 to 5
Total Emerson	5 to 10	5 to 10	5 to 10

Orders growth rates include the Valves & Controls acquisition in the current and prior year. The acquisition has a slightly positive impact to Automation Solutions and to Total Emerson orders growth rates.

May 2018 Orders Comments

Emerson trailing three-month orders increased in the range of 5 to 10 percent. Underlying orders growth, including the Valves & Controls acquisition, remained in the 5 to 10 percent range communicated at our annual Investor Conference in February. Access to the conference presentation materials and a replay of the webcast is available at www.emerson.com/financial.

Forward-Looking and Cautionary Statements

Statements in this Current Report on Form 8-K that are not strictly historical may be “forward-looking” statements, which involve risks and uncertainties, and Emerson undertakes no obligation to update any such statements to reflect later developments. These risks and uncertainties include economic and currency conditions, market demand, pricing, protection of intellectual property, and competitive and technological factors, and the impact of the Tax Cuts and Jobs Act, among others, as set forth in the Company's most recent Annual Report on Form 10-K and subsequent reports filed with the SEC. Underlying orders discussed herein exclude the impact of currency translation.

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 hereunto duly authorized.

EMERSON
ELECTRIC CO.
(Registrant)

Date: June 21, 2018 By: /s/ John A.
Sperino
John A.
Sperino
Vice
President
and
Assistant
Secretary

border-right: Black 1pt solid; border-bottom: Black 1pt solid; border-left: Black 1pt solid; padding-top: 6pt; padding-bottom: 6pt; padding-left: 1.45pt">SOLE VOTING POWER

0 shares8SHARED VOTING POWER

1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to vote these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to vote these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to vote these shares.9SOLE DISPOSITIVE POWER

0 shares.10SHARED DISPOSITIVE POWER

0 shares.10SHARED DISPOSITIVE POWER

1,371,084 shares, all of which are directly owned and held by BCPI I for itself and as nominee for BCPI FF and for other individuals and entities. BCPI GP, the general partner of both BCPI I and BCPI FF, may be deemed to have sole power to dispose of these shares, and BCPI Corp., the general partner of BCPI GP, may be deemed to have sole power to dispose of these shares. Naveh is a director of BCPI Corp. and may be deemed to have shared power to dispose of these shares.11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH
REPORTING PERSON

1,371,084

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 11
EXCLUDES CERTAIN SHARES

..

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 11

4.9%

14

TYPE OF REPORTING PERSON

IN

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STATEMENTS ON SCHEDULE 13D

This Amendment No. 8 to Schedule 13D is filed to report certain dispositions of shares of common stock, par value \$0.0001 per share (the “Common Stock”), of Finjan Holdings, Inc., a Delaware corporation (the “Issuer”), by the Reporting Persons. This Amendment No. 8 supplements and amends the Schedule 13D originally filed with the Securities and Exchange Commission on June 13, 2013, as amended on February 13, 2017, on June 5, 2017, on June 26, 2017, July 27, 2017, November 16, 2017, January 26, 2018 and February 23, 2018 (as amended, the “Schedule 13D”). Only those items that are hereby reported are amended; all other items remain unchanged. This Amendment No. 8 is being filed by BCPI I, L.P., a Delaware limited partnership (“BCPI I”), BCPI Partners I, L.P., a Delaware limited partnership (“BCPI GP”), BCPI Corporation, a Delaware corporation (“BCPI Corp.”), Michael Eisenberg (“Eisenberg”) and Arad Naveh (“Naveh”). This Amendment No. 8 reports transactions effected by the Reporting Persons from the date of the Schedule 13D to March 1, 2018.

ITEM 3. Source and Amount of Funds or Other Consideration.

Item 3 of Schedule 13D is hereby amended by adding the following to the end thereof:

BCPI I sold shares of the Issuer’s Common Stock on the open market as set forth below:

Date of Transaction	Number of shares of Common Stock	Price per share
02/26/2018	24,050	\$2.9272
02/27/2018	83,000	\$3.0053
02/28/2018	112,000	\$2.8964
03/01/2018	237,000	\$2.9516

ITEM 5.**Interest in Securities of the Issuer.**

Item 5 (e) of Schedule 13D is hereby amended and restated in its entirety as follows:

(e) The Reporting Persons ceased to be beneficial owners of 5% or more of the Issuer’s Common Stock on March 1, 2018.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: March 6, 2018

BCPI I, L.P., a Delaware limited partnership

By: BCPI PARTNERS I, L.P., a Delaware limited partnership
Its: General Partner

By: BCPI Corporation, a Delaware corporation
Its: General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Officer

BCPI PARTNERS I, L.P., a Delaware limited partnership

By: BCPI Corporation, a Delaware corporation
Its: General Partner

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Officer

BCPI CORPORATION, a Delaware corporation

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Officer

MICHAEL EISENBERG
ARAD NAVEH

By: /s/ Steven M. Spurlock
Steven M. Spurlock
Attorney-in-Fact*

*Signed pursuant to a Power of Attorney already on file with the appropriate agencies.