PROCTER & GAMBLE Co Form 8-K October 31, 2016

UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 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): October 31, 2016

THE PROCTER & GAMBLE COMPANY (Exact Name of Registrant as Specified in Charter)

Ohio1-43431-0411980(State or Other Jurisdiction
of Incorporation)(Commission File Number)(IRS Employer
Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202 (Address of Principal Executive Offices) (Zip Code) Registrant's telephone number, including area code: (513) 983-1100 Not Applicable (Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box 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))

Item 8.01 Other Events.

On October 31, 2016, The Procter & Gamble Company ("P&G") issued a press release announcing the early tender results and pricing of a \$1.65 billion cash tender offer for outstanding debt securities.

A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibit is being filed with this Current Report on Form 8-K.

Exhibit Description Number

99.1 Press Release by The Procter & Gamble Company dated October 31, 2016.

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.

THE PROCTER & GAMBLE COMPANY

By: <u>/s/ Susan S. Whaley</u> Susan S. Whaley Assistant Secretary October 31, 2016 Exhibit Index

Exhibit Number Document

99.1 Press Release by The Procter & Gamble Company dated October 31, 2016.