

Motorola Solutions, Inc.
Form 8-K
February 28, 2013

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): February 28, 2013

Motorola Solutions, Inc.

(Exact Name of Registrant as Specified in Charter)

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(State or Other Jurisdiction
of Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

1303 East Algonquin Road

Schaumburg, Illinois
(Address of Principal Executive Offices)

60196
(Zip Code)

Registrant's telephone number, including area code: (847) 576-5000

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))

Item 8.01. Other Events

On February 28, 2013, Motorola Solutions, Inc. (the Company) closed the public underwritten offering (the Offering) of \$600,000,000 aggregate principal amount of the Company's 3.500% Senior Notes due 2023 (the Notes), pursuant to an Underwriting Agreement, dated February 25, 2013, among the Company and Citigroup Global Markets, Inc., HSBC Securities (USA) Inc. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named on Schedule I thereto (collectively, the Underwriters). The Notes were issued pursuant to an Indenture dated as of May 1, 1995 between the Company and The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A. (as successor trustee to JPMorgan Chase Bank (as successor in interest to Bank One Trust Company))), as trustee, as supplemented by the Company's Officer Certificate, dated February 28, 2013 (the Officer Certificate). The Notes were offered and sold pursuant to a registration statement on Form S-3 (File No. 333-181223) under the Securities Act of 1933, as amended.

The Underwriting Agreement is filed as Exhibit 1.1 and the Officer Certificate is filed as Exhibit 4.1 to this Current Report on Form 8-K and each is incorporated herein by reference. The foregoing description of the Notes and the other documents relating to this transaction does not purport to be complete and is qualified in its entirety by reference to the full text of these securities and documents, forms or copies of which are attached as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

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|--------------|--|
| Exhibit 1.1 | Underwriting Agreement, dated February 25, 2013, among Motorola Solutions, Inc. and Citigroup Global Markets, Inc., HSBC Securities (USA) Inc. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named on Schedule I thereto. |
| Exhibit 4.1 | Officer Certificate of Motorola Solutions, Inc., dated as of February 28, 2013. |
| Exhibit 4.2 | Specimen 3.500% Senior Note due 2023. |
| Exhibit 5.1 | Opinion of Winston & Strawn LLP. |
| Exhibit 23.1 | Consent of Winston & Strawn LLP (included in Exhibit 5.1). |

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.

MOTOROLA SOLUTIONS, INC.

(Registrant)

By: /s/ Robert O Keef

Name: Robert O Keef

Title: Vice President and Treasurer

Dated: February 28, 2013

EXHIBIT INDEX

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Exhibit 5.1	Opinion of Winston & Strawn LLP.
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