

TENNECO INC
Form 8-K
December 22, 2014

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): December 22, 2014 (December 19, 2014)

TENNECO INC.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction)

1-12387
(Commission)

76-0515284
(IRS Employer)

of Incorporation)

File Number)

Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS

(Address of Principal Executive Offices)

60045

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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:

- .. 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.

Tenneco Inc. completed its cash tender offer for and redemption of its outstanding \$225 million 7 3/4 percent Senior Notes due 2018 (the "2018 Notes"). The tender offer expired at 12:01 a.m., New York City time, on December 19, 2014. Including 2018 Notes purchased in connection with the early settlement of the related consent solicitation on December 5, 2014, Tenneco purchased a total of approximately \$181 million in aggregate principal amount of 2018 Notes in the tender offer. On December 22, 2014, Tenneco redeemed the remaining approximately \$44 million in aggregate principal amount of 2018 Notes that were not purchased in the tender offer.

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.

TENNECO INC.

Date: December 22, 2014

By: /s/ James D. Harrington
James D. Harrington
Senior Vice President, General Counsel

and Corporate Secretary