

BERKSHIRE HATHAWAY INC

Form 8-K

January 13, 2005

---

---

**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): January 11, 2005

**Berkshire Hathaway Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-14905**  
(Commission File Number)

**47-0813844**  
(IRS Employer  
Identification No.)

**1440 Kiewit Plaza, Omaha, Nebraska 91302**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:  
**(402) 346-1400**

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 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On January 11, 2005, Berkshire Hathaway Finance Corporation ( BHFC ), a wholly owned subsidiary of Berkshire Hathaway Inc. ( Berkshire ), issued (i) \$1,500,000,000 4.125% Senior Notes due 2010, (ii) \$1,000,000,000 4.85% Senior Notes due 2015, and (iii) \$1,250,000,000 Floating Rate Senior Notes due 2008 (collectively, the Notes ) to Goldman, Sachs & Co. (the Initial Purchaser ). The Initial Purchaser offered and sold the Notes inside the United States solely to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended, and outside the United States solely to non-U.S. persons in reliance on Regulation S under the Securities Act. All of BHFC 's obligations under the Notes are unconditionally and irrevocably guaranteed by Berkshire. The Notes have not been registered under the Securities Act, but BHFC and Berkshire have agreed to file a registration statement pursuant to which they will either offer to exchange the Notes for substantially similar notes that are registered under the Securities Act or, in certain circumstances, register the resales of the Notes.

The Notes were issued under an Indenture, dated as of December 22, 2003, among BHFC, Berkshire and J.P. Morgan Trust Company, National Association, as trustee. Events of default under the Indenture include (i) a default in the payment of principal or, following a period of 30 days, of interest, (ii) a breach of BHFC 's covenants or warranties under the Indenture or of Berkshire 's under its guarantee, (iii) certain defaults under other indebtedness of Berkshire or any of its consolidated subsidiaries and (iv) certain events of bankruptcy, insolvency or liquidation involving BHFC or Berkshire.

The Senior Notes due 2010 accrue interest at a rate of 4.125% per annum, which is payable semi-annually until such Notes mature on January 15, 2010. The Senior Notes due 2015 accrue interest at a rate of 4.85% per annum, which is payable semi-annually until such Notes mature on January 15, 2015. The interest rate on the Floating Rate Senior Notes due 2008 is initially 2.66% per annum and will be reset quarterly at a rate per annum equal to LIBOR (as defined in the Floating Rate Senior Notes) plus 0.05%. BHFC will pay interest on the Floating Rate Senior Notes due 2008 quarterly until such Notes mature on January 11, 2008.

The summary of the foregoing is qualified in its entirety by reference to the exhibits to this Current Report on Form 8-K, which are attached hereto and incorporated herein by reference.

**ITEM 9.01. Financial Statements and Exhibits.**

Exhibit No.	Description
4.1	Indenture, dated as of December 22, 2003, between Berkshire Hathaway Finance Corporation, Berkshire Hathaway Inc. and J.P. Morgan Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to Form S-4 of Berkshire Hathaway Finance Corporation and Berkshire Hathaway Inc., filed on February 4, 2004)

Exhibit No.	Description
4.2	Form of 4.125% Senior Note due 2010
4.3	Form of 4.85% Senior Note due 2015
4.4	Form of Floating Rate Senior Note due 2008
4.5	Exchange and Registration Rights Agreement, dated January 11, 2005, between Berkshire Hathaway Finance Corporation, Berkshire Hathaway Inc. and Goldman, Sachs & Co.

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.

BERKSHIRE HATHAWAY INC.

Date: January 13, 2005

By: /s/ Marc D. Hamburg

Name: Marc D. Hamburg

Title: Vice President and Chief Financial  
Officer

4

---

EXHIBIT INDEX

Exhibit No.	Description
4.1	Indenture, dated as of December 22, 2003, between Berkshire Hathaway Finance Corporation, Berkshire Hathaway Inc. and J.P. Morgan Trust Company, National Association, as trustee (incorporated by reference to Exhibit 4.1 to Form S-4 of Berkshire Hathaway Finance Corporation and Berkshire Hathaway Inc., filed on February 4, 2004)
4.2	Form of 4.125% Senior Note due 2010
4.3	Form of 4.85% Senior Note due 2015
4.4	Form of Floating Rate Senior Note due 2008
4.5	Exchange and Registration Rights Agreement, dated January 11, 2005, between Berkshire Hathaway Finance Corporation, Berkshire Hathaway Inc. and Goldman, Sachs & Co.