

HOME DEPOT INC  
Form 8-K  
March 31, 2011

**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): March 28, 2011

**THE HOME DEPOT, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**1-8207**  
(Commission  
File Number)

**95-3261426**  
(IRS Employer  
Identification No.)

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2455 Paces Ferry Road, N.W., Atlanta, Georgia 30339

(Address of Principal Executive Offices) (Zip Code)

(770) 433-8211

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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 March 28, 2011, The Home Depot, Inc. (the Company) entered into an underwriting agreement with Credit Suisse Securities (USA) LLC, Deutsche Bank Securities Inc., Goldman Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters listed on Schedule II thereto. Pursuant to the underwriting agreement, the Company agreed to sell and the underwriters agreed to purchase from the Company, subject to and upon the terms and conditions set forth in the underwriting agreement, \$1,000,000,000 aggregate principal amount of 4.40% Senior Notes due April 1, 2021, and \$1,000,000,000 aggregate principal amount of 5.95% Senior Notes due April 1, 2041 (the Transaction).

A copy of the underwriting agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the underwriting agreement.

The Company is filing this Current Report on Form 8-K to file with the Securities and Exchange Commission certain items related to the Transaction that are to be incorporated by reference into its Registration Statement on Form S-3ASR (Registration No. 333-161470).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>                                     |
|----------------|--|
| 1.1            | Underwriting Agreement                                 |
| 4.1            | Form of 4.40% Senior Note due April 1, 2021            |
| 4.2            | Form of 5.95% Senior Note due April 1, 2041            |
| 5.1            | Opinion of Alston & Bird LLP                           |
| 23.1           | Consent of Alston & Bird LLP (included in Exhibit 5.1) |

**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.

**THE HOME DEPOT, INC.**

Date: March 31, 2011

By: /s/ Carol B. Tomé  
Name: Carol B. Tomé  
Title: Chief Financial Officer and Executive Vice President  
Corporate Services

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**EXHIBIT INDEX**

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