

SHERWIN WILLIAMS CO  
Form 8-K  
November 13, 2012

**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): November 9, 2012

**The Sherwin-Williams Company**

(Exact Name of Registrant as Specified in Charter)

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

**1-04851**  
(Commission  
File Number)

**34-0526850**  
(IRS Employer  
Identification No.)

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**101 West Prospect Avenue**

**Cleveland, Ohio**  
(Address of Principal Executive Offices)

**(216) 566-2000**

**44115**  
(Zip Code)

(Registrant's telephone number, including area code)

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 1.01. Entry into a Material Definitive Agreement.**

On November 9, 2012, The Sherwin-Williams Company ( Sherwin-Williams ) and Sherwin-Williams (Caribbean) N.V., a wholly owned subsidiary of Sherwin-Williams, entered into a definitive Stock Purchase Agreement (the Purchase Agreement ) to purchase all of the issued and outstanding shares of Consorcio Comex, S.A. de C.V. and Conaxe, S. A. de C. V. (collectively, Comex ) from affiliates of the Achar family for an aggregate purchase price of approximately \$2.34 billion in cash, including assumed debt.

Founded in 1952, Comex is a leader in the paint and coatings market in Mexico with headquarters in Mexico City.

The closing of the transaction is expected to occur in the first quarter of 2013 and is subject to the satisfaction or waiver of customary closing conditions, including the consent, waiver or authorization of the Federal Antitrust Commission of Mexico, the Competition Bureau of Canada, and the National Commission of Foreign Investments of Mexico, and the expiration or termination of any waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976.

**Item 8.01. Other Events.**

On November 12, 2012, Sherwin-Williams issued a press release announcing the signing of the Purchase Agreement. A copy of this press release is attached to this Report as Exhibit 99 and is incorporated herein by reference.

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

(d) Exhibits.

Exhibit No.	Exhibit Description
99	Press Release of The Sherwin-Williams Company, dated November 12, 2012.

**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 SHERWIN-WILLIAMS COMPANY**

November 13, 2012

By: /s/ L.E. Stellato  
L.E. Stellato  
Senior Vice President, General Counsel and Secretary

**EXHIBIT INDEX**

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**Cautionary Statement Regarding Forward-Looking Information**

This report contains, or incorporates by reference, forward-looking statements, as defined under U.S. federal securities laws, concerning the proposed acquisition of Comex. These forward-looking statements are based upon management's current expectations, estimates, assumptions and beliefs concerning future events and conditions. Readers are cautioned not to place undue reliance on any forward-looking statements. Forward-looking statements are necessarily subject to risks, uncertainties and other factors, many of which are outside the control of Sherwin-Williams, that could cause actual results to differ materially from such statements and from Sherwin-Williams' historical results and experience. These risks, uncertainties and other factors include legal, regulatory and other matters that may affect the timing or ability of Sherwin-Williams to complete the acquisition of Comex. Other risks, uncertainties and factors may affect the businesses of Sherwin-Williams and Comex, and include such things as: general business conditions, strengths of retail and manufacturing economies and the growth in the coatings industry; changes in relationships with customers and suppliers; changes in raw material availability and pricing; unusual weather conditions; and other risks, uncertainties and factors described from time to time in Sherwin-Williams' reports filed with the SEC. Since it is not possible to predict or identify all of the risks, uncertainties and other factors that may affect future results, the above list should not be considered a complete list. Any forward-looking statement speaks only as of the date on which such statement is made, and Sherwin-Williams undertakes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.