

HEXCEL CORP /DE/  
Form 8-K  
February 16, 2017

**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): February 16, 2017 (February 13, 2017)**

**Hexcel Corporation**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State**  
**of incorporation)**

**1-8472**  
**(Commission**  
**File No.)**

**94-1109521**  
**(IRS Employer**  
**Identification No.)**

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**Two Stamford Plaza**

**281 Tresser Boulevard**

**Stamford, Connecticut 06901-3238**

**(Address of Principal Executive Offices and Zip Code)**

**(203) 969-0666**

**Registrant's telephone number, including area code**

**N/A**

**(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:

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 February 16, 2017, Hexcel Corporation (the Company) completed a public offering of \$400,000,000 million aggregate principal amount of its 3.950% Senior Notes due 2027 (the Notes).

The offering of the Notes was made pursuant to the Company's shelf registration statement on Form S-3 (Registration No. 333-199500) filed with the Securities and Exchange Commission (the SEC) on October 21, 2014, including a related prospectus and prospectus supplement filed with the SEC on October 21, 2014 and February 13, 2017, respectively.

In connection with the offering of the Notes, the Company entered into an Underwriting Agreement, dated February 13, 2017 (the Underwriting Agreement), among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the underwriters named therein (together, the Underwriters). Pursuant to the Underwriting Agreement, the Company agreed to sell the Notes to the Underwriters, and the Underwriters agreed to purchase the Notes for resale to the public. The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters against certain liabilities and customary contribution provisions in respect of those liabilities.

The Notes were issued under the base indenture dated as of August 3, 2015 (the Base Indenture), between the Company and U.S. Bank National Association, as trustee, as amended by a second supplemental indenture, dated as of February 16, 2017 (the Second Supplemental Indenture, and together with the Base Indenture, the Indenture).

The Underwriting Agreement, the Indenture, and the respective form of global notes for the offering, are filed as exhibits to this Form 8-K and incorporated herein by reference.

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

#### (d) Exhibits

- Exhibit 1.1 Underwriting Agreement, dated as of February 13, 2017, among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Goldman, Sachs & Co., as representatives of the Underwriters named therein.
- Exhibit 4.1 Second Supplemental Indenture, dated as of February 16, 2017, between the Company and U.S. Bank National Association, as trustee.
- Exhibit 4.2 Form of Note for 3.950% Senior Notes due 2027 included as part of Exhibit 4.1 hereto.
- Exhibit 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- Exhibit 12.1 Statement regarding computation of ratios of earnings to fixed charges.
- Exhibit 23.1 Consent of Skadden, Arps, Slate, Meagher & Flom LLP included as part of Exhibit 5.1 hereto.

**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.

HEXCEL CORPORATION

(REGISTRANT)

Date: February 16, 2017

By: /s/ Gail Lehman

Name: Gail Lehman

Title: Executive Vice President, General Counsel &  
Secretary

**EXHIBIT INDEX**

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- Exhibit 4.2 Form of Note for 3.950% Senior Notes due 2027 included as part of Exhibit 4.1 hereto.
- Exhibit 5.1 Opinion of Skadden, Arps, Slate, Meagher & Flom LLP.
- Exhibit 12.1 Statement regarding computation of ratios of earnings to fixed charges.
- Exhibit 23.1 Consent of Skadden, Arps, Slate, Meagher & Flom LLP included as part of Exhibit 5.1 hereto.