

PRAXAIR INC  
Form 8-K  
February 06, 2012

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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 1, 2012

PRAXAIR, INC.  
(Exact name of registrant as specified in its charter)

|   |                                     |   |
|---|-------------------------------------|---|
| Delaware<br>(State or other jurisdiction of<br>incorporation or organization) | 1-11037<br>(Commission file number) | 06-1249050<br>(I.R.S. Employer<br>Identification No.) |
|---|-------------------------------------|---|

39 Old Ridgebury Road  
Danbury, CT 06810-5113  
(Address of principal executive offices)

(203) 837-2000  
(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:

- 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))

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Item 1.01. Entry into a Material Definitive Agreement.

On February 1, 2012, Praxair, Inc. (the “Company”) issued \$600,000,000 aggregate principal amount of 2.450% notes due 2022 (the “Notes”). The Notes were sold in a registered offering under the Securities Act of 1933, pursuant to the Company’s shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (“SEC”) on November 9, 2009. The material terms of the Notes are described in the Company’s prospectus supplement dated February 1, 2012 filed with the SEC on February 2, 2012.

In connection with the issuance of the Notes, the Company entered into a Terms Agreement dated February 1, 2012 (the “Terms Agreement”) with Citigroup Global Markets Inc., HSBC Securities (USA) Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the underwriters named therein (the “Underwriters”). Pursuant to and subject to the terms and conditions of the Terms Agreement, the Underwriters agreed to purchase the Notes from the Company for resale in the registered offering. The Terms Agreement is filed as Exhibit 1 to this Form 8-K.

In connection with the Notes offering, Cahill Gordon & Reindel llp provided certain legal opinions to the Company that are filed as Exhibit 5 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are furnished herewith:

| Exhibit No. | Description  |
|-------------|--|
| 1           | Terms Agreement dated February 1, 2012                         |
| 5           | Opinion of Cahill Gordon & Reindel llp                         |
| 23          | Consent of Cahill Gordon & Reindel llp (included in Exhibit 5) |

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.

Dated: February 6, 2012

PRAXAIR, INC.

By: /s/ James T.  
Breedlove  
James T.  
Breedlove  
Senior Vice  
President,  
General  
Counsel and  
Secretary

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Exhibit Index

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