

TIMKEN CO  
Form 8-K  
November 30, 2012

# **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 30, 2012**

## **THE TIMKEN COMPANY**

**(Exact Name of Registrant as Specified in its Charter)**

**Ohio**

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

**1-1169**  
**(Commission)**

**34-0577130**  
**(I.R.S. Employer)**

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File Number)

Identification No.)

**1835 Dueber Avenue, S.W., Canton, Ohio**  
(Address of Principal Executive Offices)

**44706-2798**  
(Zip Code)

**(330) 438-3000**

(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))

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**Item 1.01 Entry into a Material Definitive Agreement.**

On November 30, 2012, certain subsidiaries of The Timken Company (the "Company") entered into a \$200 million Amended and Restated Receivables Purchase Agreement (the "RPA") with SunTrust Bank and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch ("BTMU"), as Managing Agents, and BTMU, as Agent. Under the terms of the RPA and certain related receivables sale agreements, as amended (collectively, the "Asset Securitization Facility"), The Timken Corporation and MPB Corporation, wholly owned subsidiaries of the Company, sell, on an ongoing basis, certain trade receivables to Timken Receivables Corporation, another wholly owned subsidiary, that in turn sells undivided interests, and grants security interests, in the trade receivables to a vehicle that issues commercial paper in the short-term commercial paper market and to other financial institutions. Availability under the RPA is limited by certain calculations relating principally to the outstanding balance of eligible receivables. The Asset Securitization Facility matures on November 30, 2015 and replaces the Company's previous asset securitization facility dated as of November 10, 2010.

As of November 30, 2012, there were no amounts outstanding under the Asset Securitization Facility. Any amounts outstanding under this facility would be reported on the Company's consolidated balance sheet under short-term debt.

A copy of the RPA is filed as Exhibit 10.1 hereto. Copies of the related receivables sales agreements are filed as Exhibits 10.2 and 10.3 to the Current Report on Form 8-K filed with the Securities and Exchange Commission on November 11, 2010 and are incorporated herein by reference. Copies of amendments to the related receivables sale agreements are filed as Exhibits 10.2 and 10.3 hereto. The foregoing description of the Asset Securitization Facility does not purport to be complete and is qualified in its entirety by reference to the full text of the RPA and the related receivables sale agreements, which are incorporated herein by reference.

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

The information set forth in Item 1.01 is incorporated herein by reference into this Item 2.03.

**Item 9.01 Financial Statements and Exhibits.**

- 10.1 Amended and Restated Receivables Purchase Agreement dated as of November 30, 2012 among: Timken Receivables Corporation, The Timken Corporation, the Purchasers from time to time parties thereto, SunTrust Bank and The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch.
- 10.2 Amendment No. 1 to Second Amended and Restated Receivables Sale Agreement dated as of November 30, 2012 between The Timken Corporation and Timken Receivables Corporation.
- 10.3 Amendment No. 1 to Receivables Sale Agreement dated as of November 30, 2012 between MPB Corporation and Timken Receivables Corporation.

**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 TIMKEN COMPANY

By: /s/ William R. Burkhart  
William R. Burkhart

Senior Vice President and General Counsel

Date: November 30, 2012

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                                                                                                                            |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
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