

GRAINGER W W INC  
Form 8-K  
August 02, 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):  
August 2, 2017

W.W. Grainger, Inc.  
(Exact name of Registrant as Specified in its Charter)

Illinois 1-5684 36-1150280  
(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

100 Grainger Parkway, Lake Forest, Illinois 60045  
(Address of Principal Executive Offices and Zip Code)

(847) 535-1000  
(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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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 2, 2017, James T. Ryan, Chairman of the Board of W.W. Grainger, Inc. (the “Company”), notified the Board of Directors of the Company (the “Board”) of his retirement as a director, officer and employee of the Company effective as of October 1, 2017.

On August 2, 2017, the Board also decreased the number of directors to 10 in connection with Mr. Ryan’s retirement, and appointed D.G. Macpherson to succeed Mr. Ryan as Chairman of the Board, in each case, effective as of October 1, 2017. Following his appointment as Chairman of the Board effective as of October 1, 2017, Mr. Macpherson will continue in his current position as Chief Executive Officer of the Company.

A copy of the Company’s press release announcing the matters described herein is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Document Description

99.1 Press release dated August 2, 2017

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: August 2, 2017

W.W. GRAINGER, INC.

By: /s/ Hugo Dubovoy Jr.  
Hugo Dubovoy, Jr.  
Vice President,  
Corporate Secretary

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EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION OF EXHIBIT
99.1	Press release dated August 2, 2017