

PRAXAIR INC  
Form 8-K  
February 21, 2013

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 21, 2013 (February 21, 2013)

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PRAXAIR, INC.

(Exact name of registrant as specified in its charter)

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|-------------------------------------------------------------------|--------------------------|-----------------------------------------|
| Delaware                                                          | 1-11037                  | 06-1249050                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission file number) | (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)

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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 8.01. Other Events.

On February 21, 2013, Praxair, Inc. (the “Company”) issued \$400,000,000 aggregate principal amount of 0.75% notes due February 21, 2016 (the “2016 Notes”) and \$500,000,000 aggregate principal amount of 2.70% notes due February 21, 2023 (the “2023 Notes” and, together with the 2016 Notes, 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 August 8, 2012. The material terms of the Notes are described in the Company’s prospectus supplement dated February 13, 2013 filed with the SEC on February 14, 2013.

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 filed herewith:

| Exhibit No. | Description                                                    |
|-------------|----------------------------------------------------------------|
| 5           | Opinion of Cahill Gordon & Reindel llp                         |
| 23          | Consent of Cahill Gordon & Reindel llp (included in Exhibit 5) |

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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 21, 2013

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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