

CHEVRON CORP
Form 8-K
December 05, 2012

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): December 5, 2012

Chevron Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-00368
(Commission
File Number)

94-0890210
(I.R.S.
Employer No.)

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6001 Bollinger Canyon Road, San Ramon, CA

(Address of principal executive offices)

Registrant's telephone number, including area code: (925) 842-1000

94583

(Zip Code)

None

(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 obligations 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 8.01. Other Events.

On December 5, 2012, Chevron Corporation (the Corporation) issued \$2,000,000,000 in aggregate principal amount of 1.104% Notes Due 2017 (the 2017 Notes) and \$2,000,000,000 in aggregate principal amount of 2.355% Notes Due 2022 (the 2022 Notes and, together with the 2017 Notes, the Notes). The Notes were issued pursuant to an Indenture (the Indenture), dated as of June 15, 1995, as supplemented by the Third Supplemental Indenture dated as of December 5, 2012 (the Third Supplemental Indenture), each being between the Corporation and Wells Fargo Bank, National Association, as trustee (the Trustee).

On November 28, 2012, the Corporation entered into an Underwriting Agreement (the Underwriting Agreement) with Barclays Capital Inc., J.P. Morgan Securities LLC, and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Corporation agreed to issue and sell the Notes to the Underwriters. The provisions of the Underwriting Agreement are incorporated herein by reference.

The 2017 Notes will mature on December 5, 2017, and the 2022 Notes will mature on December 5, 2022. The Corporation will pay interest on the Notes semiannually on June 5 and December 5 of each year starting on June 5, 2013. The Corporation will have the right to redeem the Notes in whole or in part at any time prior to maturity at the redemption price described in the Final Prospectus Supplement filed with the Securities and Exchange Commission on November 30, 2012 (Registration No. 333-184777) (the Final Prospectus Supplement).

The Corporation has filed with the Securities and Exchange Commission a Prospectus dated November 6, 2012 (Registration No. 333-184777), a Preliminary Prospectus Supplement dated November 28, 2012, a Free Writing Prospectus dated November 28, 2012 and the Final Prospectus Supplement in connection with the public offering of the Notes.

The descriptions of the Underwriting Agreement and the Third Supplemental Indenture are qualified in their entirety by the terms of such agreements themselves. Please refer to such agreements, and the form of 2017 Notes and the form of 2022 Notes, each of which is incorporated herein by reference and attached to this report as Exhibits 1.1, 4.1, and 4.2, respectively.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Number | Exhibit |
|--------|---|
| 1.1 | Underwriting Agreement, dated November 28, 2012, among the Corporation and Barclays Capital Inc., Morgan Stanley & Co. LLC, and J.P. Morgan Securities LLC, as the representatives of the several underwriters named therein. |
| 4.1 | Third Supplemental Indenture, dated as of December 5, 2012, between Chevron Corporation and Wells Fargo Bank, National Association, as trustee. |
| 4.2 | Forms of 1.104% Notes Due 2017 and 2.355% Notes Due 2022 (contained in Exhibit 4.1 hereto). |
| 5.1 | Opinion of Pillsbury Winthrop Shaw Pittman LLP. |
| 23.1 | Consent of Pillsbury Winthrop Shaw Pittman LLP (contained in their opinion filed as Exhibit 5.1 hereto). |

SIGNATURE

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: December 5, 2012

CHEVRON CORPORATION

By /s/ Christopher A. Butner
Assistant Secretary and Managing Counsel, Securities/Corporate
Governance