

DARDEN RESTAURANTS INC

Form 8-K

February 07, 2018

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: February 7, 2018

(Date of earliest event reported)

DARDEN RESTAURANTS, INC.  
(Exact name of registrant as specified in its charter)  
Commission File Number: 1-13666

Florida 59-3305930  
(State or other jurisdiction of incorporation) (IRS Employer Identification No.)  
1000 Darden Center Drive, Orlando, Florida 32837  
(Address of principal executive offices, including zip code)  
(407) 245-4000  
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2).

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.

Item 8.01 Other Events.

(a) On February 7, 2018, Darden Restaurants, Inc. (the “Company”) issued a press release announcing the early tender results for the Company’s previously announced cash tender offers (the “Tender Offers”) and related consent solicitations for any and all of its outstanding 6.000% Senior Notes due 2035 (the “2035 Notes”) and 6.800% Senior Notes due 2037 (the “2037 Notes” and together with the 2035 notes, the “Notes”). The Company also announced an extension of the early tender date for those Tender Offers. A copy of the press release, entitled “Darden Restaurants Announces Early Results for Cash Tender Offers and Consent Solicitations for its 6.000% Senior Notes due 2035 and 6.800% Senior Notes due 2037 and Extension of Early Tender Date” is attached as Exhibit 99.1 hereto and is incorporated herein by reference. This Current Report on Form 8-K is neither an offer to sell nor a solicitation of offers to buy any securities. The Tender Offers are being made only pursuant to the Offer to Purchase and Consent Solicitation Statement and the related Consent and Letter of Transmittal. The Tender Offers are not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction.

(b) The Company is filing the attached Computation of Ratio of Consolidated Earnings to Fixed Charges for the three and six month periods ended November 26, 2017 attached as Exhibit 12 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number

Description of Exhibit

12	<u>Darden Restaurants, Inc. Computation of Ratio of Consolidated Earnings to Fixed Charges for the three and six month periods ended November 26, 2017.</u>
99.1	<u>Press release dated February 7, 2018, entitled “Darden Restaurants Announces Early Results for Cash Tender Offers and Consent Solicitations for its 6.000% Senior Notes due 2035 and 6.800% Senior Notes due 2037 and Extension of Early Tender Date”.</u>

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.

DARDEN RESTAURANTS, INC.

By: /s/ Ricardo Cardenas

Ricardo Cardenas

Senior Vice President, Chief Financial Officer

Date: February 7, 2018