

CUMMINS INC
Form 8-K
March 03, 2015
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): February 26, 2015

CUMMINS INC.

(Exact name of registrant as specified in its charter)

Indiana

1-4949

35-0257090

(State or other Jurisdiction of
Incorporation)

(Commission File Number)

(I.R.S. Employer Identification
No.)

500 Jackson Street

P. O. Box 3005

Columbus, IN 47202-3005

(Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: **(812) 377-5000**

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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))

Item 8.01 Other Events

On February 26, 2015, N. Thomas Linebarger, Chairman and Chief Executive Officer of Cummins Inc. (the Company), entered into a pre-arranged stock trading plan (the Linebarger 10b5-1 Plan) to sell a limited number of his shares of the Company's common stock, par value \$2.50 per share (Common Stock). On February 26, 2015, Tony L. Satterthwaite, Vice President and President, Power Generation Business of the Company, entered into a pre-arranged stock trading plan (the Satterthwaite 10b5-1 Plan and, together with the Linebarger 10b5-1 Plan, the Plans) to exercise options to purchase a limited number of shares of the Company's Common Stock and to sell the shares acquired on exercise, and to sell a limited number of his shares of the Company's Common Stock.

The Linebarger 10b5-1 Plan allows for the sale of a maximum of 24,000 shares of Common Stock at a specified market price commencing sixty days after adoption of the Linebarger 10b5-1 Plan and continuing until all 24,000 shares are sold or February 26, 2016, whichever occurs first. Based on his current ownership of Common Stock, if all of the 24,000 shares of Common Stock subject to the Linebarger 10b5-1 Plan were sold, Mr. Linebarger would beneficially own approximately 81,738 shares of Common Stock.

The Satterthwaite 10b5-1 Plan allows for the exercise of options to purchase a maximum of 21,280 shares of Common Stock if the Common Stock reaches a specified market price during the period commencing sixty days after adoption of the Satterthwaite 10b5-1 Plan and continuing until the options to purchase all 21,280 shares have been exercised and the acquired shares sold, or February 26, 2016, whichever occurs first. The shares acquired upon exercise will be sold contemporaneously with the exercise. In addition, the Satterthwaite 10b5-1 Plan allows for the sale of a maximum of 3,574 shares of Common Stock at specified market prices commencing sixty days after adoption of the Satterthwaite 10b5-1 Plan and continuing until all 3,574 shares are sold or February 26, 2016, whichever occurs first. Based on his current ownership of Common Stock, if the options to purchase all of the 21,280 shares of Common Stock subject to the Satterthwaite 10b5-1 Plan were exercised in full, and all of the shares acquired upon exercise were sold, and if all of the 3,574 shares of Common Stock subject to the Satterthwaite 10b5-1 Plan were sold, Mr. Satterthwaite would beneficially own approximately 36,938 shares of Common Stock.

The Plans were designed to comply with the Company's insider trading policies and the guidelines specified in Rule 10b5-1 promulgated under the Securities Exchange Act of 1934, as amended, which permit an officer or director to enter into a pre-arranged plan for buying or selling Company stock at a time when the officer or director is not in possession of material, nonpublic information about the Company. Mr. Linebarger and Mr. Satterthwaite will continue to be subject to the Company's stock ownership guidelines, and the sales contemplated by the Plans will not reduce Mr. Linebarger's or Mr. Satterthwaite's ownership of Common Stock below the levels required by the guidelines.

All sales of Common Stock under the Plans will be disclosed publicly in accordance with applicable securities laws, rules and regulations through appropriate filings with the U.S. Securities and Exchange Commission.

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.

Date: March 3, 2015

CUMMINS INC.

/s/ Marsha L. Hunt

Marsha L. Hunt
Vice President - Corporate Controller