
**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): August 16, 2018

UNITED TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-812
(Commission
File Number)

06-0570975
(I.R.S. Employer
Identification No.)

10 Farms Springs Road
Farmington, Connecticut 06032
(Address of principal executive offices, including zip code)

(860) 728-7000
(Registrant's telephone number, including area code)

N/A
(Former name of 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 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.

Item 8.01. Other Events.

On August 16, 2018, United Technologies Corporation (the “Company”) issued \$ 1.0 billion aggregate principal amount of 3.350% Notes due 2021 (the “notes due 2021”), \$2.25 billion aggregate principal amount of 3.650% Notes due 2023 (the “notes due 2023”), \$1.5 billion aggregate principal amount of 3.950% Notes due 2025 (the “notes due 2025”), \$3.0 billion aggregate principal amount of 4.125 % Notes due 2028 (the “notes due 2028”), \$750 million aggregate principal amount of 4.450% Notes due 2038 (the “notes due 2038”), \$1.75 billion aggregate principal amount of 4.625% Notes due 2048 (the “notes due 2048”) and \$750 million aggregate principal amount of Floating Rate Notes due 2021 (the “floating rate notes due 2021” and together with the notes due 2021, notes due 2023, notes due 2025, notes due 2028, notes due 2038 and notes due 2048, the “Notes”).

The Notes were registered under the Securities Act of 1933, as amended (the “Act”), pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-211035) (the “Registration Statement”) filed on April 29, 2016. On August 15, 2018, the Company filed with the SEC a Prospectus Supplement dated August 13, 2018 (the “Prospectus Supplement”) containing the final terms of the Notes pursuant to Rule 424(b)(2) of the Act.

In connection with the offer and sale of the Notes, the Company entered into an Underwriting Agreement, dated August 13, 2018 (the “Underwriting Agreement”), and a Pricing Agreement, dated August 13, 2018 (the “Pricing Agreement”), each between the Company and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and HSBC Securities (USA) Inc., as Representatives of the Underwriters listed in Schedule I to the Pricing Agreement. A form of the Underwriting Agreement is included as Exhibit 1 to the Registration Statement. The Notes were issued under the Amended and Restated Indenture, dated as of May 1, 2001 (the “Indenture”), between the Company and The Bank of New York Mellon Trust Company, N.A., successor to The Bank of New York, as trustee. The Indenture and a form of the Notes are included as Exhibits 4(a) and 4(b) to the Registration Statement.

The Company expects to use the net proceeds received from the issuance of the notes due 2021, notes due 2023, notes due 2025, notes due 2028, notes due 2038 and the floating rate notes due 2021 to partially finance its payment obligations with respect to cash consideration and related fees, expenses and other amounts in connection with the Company’s acquisition of Rockwell Collins, Inc. The Company expects to use the proceeds of the notes due 2048 for general corporate purposes and/or the repayment of debt, including its outstanding commercial paper.

For the relevant terms and conditions of the Underwriting Agreement and Pricing Agreement and the Notes, please refer to the Prospectus Supplement.

This report is not intended to and does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy or an invitation to purchase or subscribe for any securities or the solicitation of any vote in any jurisdiction, nor shall there be any sale, issuance or transfer of securities in any jurisdiction in contravention of applicable law. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Wachtell, Lipton, Rosen & Katz, dated August 16, 2018, with respect to the Notes
- 5.2 Consent of Wachtell, Lipton, Rosen & Katz, dated August 16, 2018 (included in Exhibit 5.1), with respect to the Notes

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
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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.

**UNITED TECHNOLOGIES CORPORATION
(Registrant)**

Date: August 16, 2018

By: /s/ Ariel David

Ariel David

Vice President, Associate General Counsel & Assistant Secretary

[Letterhead]

August 16, 2018

United Technologies Corporation
10 Farm Springs Road
Farmington, Connecticut 06032
(860) 728-7000

Re: United Technologies Corporation Current Report on Form 8-K filed on August 16, 2018

Ladies and Gentlemen:

We have acted as special outside counsel to United Technologies Corporation, a Delaware corporation (the "Company"), in connection with the sale by the Company to the Underwriters (as defined in the Underwriting Agreement dated August 13, 2018 (the "Underwriting Agreement")) between the Company and the Underwriters listed in Schedule I to the Pricing Agreement dated August 13, 2018 (the "Pricing Agreement") between the Company and the Representatives, pursuant to the Registration Statement on Form S-3ASR (File No. 333-211035) (the "Registration Statement") of \$1.0 billion aggregate principal amount of 3.350% notes due 2021 (the "Notes due 2021"), \$2.25 billion million aggregate principal amount of 3.650% notes due 2023 (the "Notes due 2023"), \$1.5 billion aggregate principal amount of 3.950% notes due 2025 (the "Notes due 2025"), \$3.0 billion aggregate principal amount of 4.125% notes due 2028 (the "Notes due 2028"), \$750 million aggregate principal amount of 4.450% notes due 2038 (the "Notes due 2038"), \$1.75 billion aggregate principal amount of 4.625% notes due 2048 (the "Notes due 2048") and \$750 million aggregate principal amount of senior floating rate notes due 2021 (the "Floating Rate Notes due 2021"), each issued under the Amended and Restated Indenture dated as of May 1, 2001 (the "Indenture") between the Company and The Bank of New York Mellon Trust Company, N.A. (successor to The Bank of New York), as Trustee (the "Trustee").

We have examined and relied on originals or copies certified or otherwise identified to our satisfaction of such documents, corporate records, certificates of the Company and public officials and other instruments as we have deemed necessary or appropriate for the purposes of this letter, including (a) the Registration Statement; (b) the base prospectus, dated April 29, 2016, included in the Registration Statement, but excluding the documents incorporated therein; (c) the Preliminary Prospectus Supplement dated August 13, 2018, as filed with the Commission pursuant to Rule 424(b)(2) under the Act, but excluding the documents incorporated by reference therein; (d) the final term sheet dated August 13, 2018, as filed with the Commission pursuant to Rule 433 under the Act; (e) the Prospectus Supplement dated August 13, 2018, as filed with the Commission pursuant to Rule 424(b)(2) under the Act, but excluding the documents incorporated by reference therein; (f) a copy of the Restated Certificate of Incorporation of the Company and a copy of the amended and restated Bylaws of the Company, each as set forth in the certificate of the Assistant Secretary of the Company dated the date hereof; (g) the Indenture; (h) a copy of the Global Notes for each series (CUSIP No. 913017DA4 for the Notes due 2021, CUSIP No. 913017DB2 for the Notes due 2023, CUSIP No. 913017DD8 for the Notes due 2025, CUSIP No. 913017CY3 for the Notes due 2028, CUSIP No. 913017CW7 for the Notes due 2038, CUSIP No. 913017CX5 for the Notes due 2048 and CUSIP No. 913017CZ0 for the Floating Rate Notes due 2021), represented by Certificates No. 001 and 002 (for the Notes due 2021), Certificates No. 001, 002, 003, 004 and 005 (for the Notes due 2023), Certificates No. 001, 002 and 003 (for the Notes due 2025), Certificates No. 001, 002, 003, 004, 005 and 006 (for the Notes due 2028) and Certificates No. 001 and 002 (for the Notes due 2038), Certificates No. 001, 002, 003 and 004 (for the Notes due 2048) and Certificates No. 001 and 002 (for the Floating Rate Notes due 2021) (collectively, the "Notes"), each dated as of August 16, 2018; (i) executed copies of the Underwriting Agreement and the Pricing Agreement; (j) resolutions of the Board of Directors of the Company relating to the issuance of the Notes; and (k) the Designated Officers' Certificate of the Company dated the date hereof establishing the terms of the Notes (the "Officers' Certificate"). In such examination, we have assumed (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the agreements, records, documents, instruments and certificates we have reviewed; (iv) all Notes will be issued and sold in compliance with applicable federal and state securities laws and in the manner stated in the Registration Statement and the Prospectus Supplement; and (v) the Underwriting Agreement and Pricing Agreement have been duly authorized and validly executed and delivered by the Underwriters. We have assumed that the terms of the Notes have been established so as not to, and that the execution and delivery by the parties thereto and the performance of such parties' obligations under the Notes will not, breach, contravene, violate, conflict with or constitute a default under (1) any law, rule or regulation to

which any party thereto is subject (excepting the laws of the State of New York and the federal securities laws of the United States of America as such laws apply to the Company), (2) any judicial or regulatory order or decree of any governmental authority or (3) any consent, approval, license, authorization or validation of, or filing, recording or registration with any governmental authority. We also have assumed that the Indenture and the Notes are the valid and legally binding obligation of the Trustee. As to any facts material to the opinions expressed herein that we did not independently establish or verify, we have relied upon statements and representations of officers and other representatives of the Company and others. We have further assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of documents submitted to us as certified, facsimile, conformed, electronic or photostatic copies, and the authenticity of the originals of such copies.

We are members of the Bar of the State of New York, and we have not considered, and we express no opinion as to, the laws of any jurisdiction other than the laws of the State of New York and the federal securities laws of the United States of America, in each case as in effect on the date hereof.

Based upon the foregoing, and subject to the qualifications set forth in this letter, we advise you that, in our opinion, the Notes, when duly executed, authenticated, issued, delivered and paid for in accordance with the terms of the Indenture, the Underwriting Agreement, the Pricing Agreement and the Officers' Certificate, will be valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

The opinion set forth above is subject to the effects of (a) bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium and other similar laws relating to or affecting the enforcement of creditors' rights generally; (b) general equitable principles (whether considered in a proceeding in equity or at law); (c) an implied covenant of good faith and fair dealing; (d) provisions of law that require that a judgment for money damages rendered by a court in the United States be expressed only in United States dollars; (e) limitations by any governmental authority that limit, delay or prohibit the making of payments outside the United States; and (f) generally applicable laws that (i) provide for the enforcement of oral waivers or modifications where a material change of position in reliance thereon has occurred or provide that a course of performance may operate as a waiver, (ii) limit the availability of a remedy under certain circumstances where another remedy has been elected, (iii) limit the enforceability of provisions releasing, exculpating or exempting a party from, or requiring indemnification of a party for, liability for its own action or inaction, to the extent the action or inaction involves negligence, gross negligence, recklessness, willful misconduct or unlawful conduct, (iv) may, where less than all of a contract may be unenforceable, limit the enforceability of the balance of the contract to circumstances in which the unenforceable portion is not an essential part of the agreed-upon exchange, (v) may limit the enforceability of provisions providing for compounded interest, imposing increased interest rates or late payment charges upon delinquency in payment or default or providing for liquidated damages or for premiums upon acceleration, or (vi) limit the waiver of rights under usury laws. Furthermore, the manner in which any particular issue relating to the opinions would be treated in any actual court case would depend in part on facts and circumstances particular to the case and would also depend on how the court involved chose to exercise the wide discretionary authority generally available to it. We express no opinion as to the effect of Section 210(p) of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010, as amended.

We express no opinion as to whether, or the extent to which, the laws of any particular jurisdiction apply to the subject matter hereof, including, without limitation, the enforceability of the governing law provision contained in the Notes, the Indenture and the Officers' Certificate.

This letter speaks only as of its date and is delivered in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act. We hereby consent to the filing of a copy of this letter as an exhibit to the Company's Current Report on Form 8-K, filed on August 16, 2018, and to the use of our name in the prospectus forming a part of the Registration Statement under the caption "Validity of the Securities." In giving this consent, we do not thereby admit that we are within the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,

/s/ Wachtell, Lipton, Rosen & Katz