

PROCTER & GAMBLE Co
Form 8-A12B
November 02, 2015

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

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF
THE SECURITIES EXCHANGE ACT OF 1934

The Procter & Gamble Company
(Exact Name of Registrant as Specified in Its Charter)

Ohio
(State of incorporation or organization)

31-0411980
(I.R.S. Employer Identification No.)

One Procter & Gamble Plaza, Cincinnati, Ohio
(Address of Principal Executive Offices of Registrant)

45202
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Name of Each Exchange on Which |
|--|---|
| to be so Registered 1.125% Notes due 2023 | Each Class is to be Registered New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: **333-199594**

Securities to be registered pursuant to Section 12(g) of the Act: None.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the 1.125% Notes due 2023 (the Debt Securities) of The Procter & Gamble Company (the Registrant). For a description of the Debt Securities, reference is made to: (i) the information set forth under the heading "Description of Procter & Gamble Debt Securities" in the Prospectus, dated October 24, 2014, included in the Registrant's Registration Statement on Form S-3 (File No. 333-199594) under the Securities Act of 1933, as amended (the Securities Act), as filed with the Securities and Exchange Commission (the SEC) on October 24, 2014 (the Registration Statement) and (ii) the information set forth under the heading "Description of the Notes" in the Registrant's Prospectus Supplement, dated October 27, 2015, pursuant to Rule 424(b) under the Securities Act, as filed with the SEC on October 28, 2015, each of which is incorporated by reference herein.

Item 2. Exhibits.

| Exhibit | Description |
|---------|---|
| 4.1 | Form of 1.125% Notes due 2023. |
| 4.2 | Indenture, dated as of September 3, 2009, between the Company and Deutsche Bank Trust Company Americas, as Trustee (incorporated by reference to Exhibit (4)(a) to the Registrant's Registration Statement on Form S-3 (No. 333-161767)). |

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: November 2, 2015

THE PROCTER & GAMBLE COMPANY

By: /s/ Susan S. Whaley

Name: Susan S. Whaley

Title: Assistant Secretary

INDEX TO EXHIBITS

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