

COOPER INDUSTRIES LTD

Form 8-K

June 15, 2007



Item 1.01 Entry into a Material Definitive Agreement.

On June 13, 2007, Cooper US, Inc., a Delaware corporation ( Cooper US ), Cooper Industries, Ltd., a Bermuda exempted company (the Company ), Cooper B-Line, Inc., a Delaware corporation ( B-Line ), Cooper Bussmann, Inc., a Delaware corporation ( Bussmann ), Cooper Crouse-Hinds, LLC, a Delaware limited liability company ( Crouse ), Cooper Lighting, Inc., a Delaware corporation ( Lighting ), Cooper Power Systems, Inc., a Delaware corporation ( Power ), and Cooper Wiring Devices, Inc., a New York corporation ( Wiring and, together with B-Line, Bussman, Crouse, Lighting and Power, the Subsidiary Guarantors and, together with the Company, the Guarantors ) entered into an underwriting agreement, attached as Exhibit 1.1 hereto, with the underwriters named therein with respect to the issue and sale by Cooper US of \$300,000,000 aggregate principal amount of 6.10 % senior unsecured notes due 2017 (the Notes ), which Notes will be fully and unconditionally guaranteed by the Guarantors (the Guarantees and, together with the Notes, the Securities ). On June 14, 2007, pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, the Company filed with the Commission a Prospectus Supplement to its global shelf registration statement on Form S-3 dated June 13, 2007 (Registration No. 333-143688) relating to the offering of the Securities. Exhibits 1.1, 4.1, 4.2, 5.1, 5.2, 23.1 and 23.2 to this Form 8-K relating to the offering of the Securities are hereby incorporated into such Registration Statement by reference.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On June 13, 2007, a committee duly authorized by the Board of Directors of Cooper US authorized the creation of senior debt designated as Cooper US 's 6.10% Senior Notes due 2017. The Notes will be issued under an indenture among Cooper US, the Company and Deutsche Bank Trust Company Americas, as Trustee, and a first supplemental indenture among Cooper US, the Company, the subsidiary guarantors named therein and the Trustee, forms of which are attached as Exhibit 4.1 and Exhibit 4.2 hereto.

Item 9.01 Financial Statements and Exhibits

Exhibits:

- 1.1 Underwriting Agreement dated June 13, 2007, among Cooper US, Inc., Cooper Industries, Ltd., the other guarantors party thereto, and Banc of America Securities LLC and Wachovia Capital Markets, LLC, as representatives of several underwriters.
- 4.1 Form of Indenture among Cooper US, Inc., Cooper Industries, Ltd. and Deutsche Bank Trust Company Americas, as Trustee.
- 4.2 Form of First Supplemental Indenture among Cooper US, Inc., Cooper Industries, Ltd., the subsidiary guarantors named therein and Deutsche Bank Trust Company Americas, as Trustee.
- 5.1 Opinion of Fulbright & Jaworski L.L.P.
- 5.2 Opinion of Appleby.
- 23.1 Consent of Fulbright & Jaworski L.L.P. (included in Exhibit 5.1 to this Form 8-K).
- 23.2 Consent of Appleby (included in Exhibit 5.2 to this Form 8-K).

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.

COOPER INDUSTRIES, LTD.  
(Registrant)

Date: June 15, 2007

/s/ Terrance V. Helz  
Terrance V. Helz  
Associate General Counsel and Secretary

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EXHIBIT INDEX

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