CLOROX CO /DE/
Form 8-K
November 16, 2011

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 (Date of Earliest Event Reported): November 14, 2011

THE CLOROX COMPANY

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation or organization)

1-07151 (Commission File Number)	31-0595760 (I.R.S. Employer Identification No.)

1221 Broadway, Oakland, California 94612-1888
(Address of principal executive offices) (Zip code)

(510) 271-7000
(Registrant's telephone number, including area code)

(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 (see General Instruction A.2.)

[ ] 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 November 14, 2011, The Clorox Company (the "Company") executed an underwriting agreement in connection with the sale of $300 million aggregate principal amount of its 3.80% senior notes due 2021, in an underwritten registered public offering (the "Underwriting Agreement"). The Company expects to reflect annual expense of approximately 5.13% of the aggregate principal amount of the senior notes including underwriting commissions, estimated offering expenses, discounts and losses associated with certain hedges that the Company executed in connection with its intent to sell the notes. The offering is expected to close on November 17, 2011, subject to customary closing conditions. A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1. A copy of the form of Third Supplemental Indenture, to be dated as of November 17, 2011, between the Company and Well Fargo Bank, National Association, as trustee, with respect to the notes is attached as Exhibit 4.1. A copy of the opinion of Morgan, Lewis & Bockius LLP relating to the validity of the notes to be issued in this offering is attached as Exhibit 5.1.

Item 9.01 – Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
1.1	Underwriting Agreement dated as of November 14, 2011
4.1	Form of Third Supplemental Indenture, to be dated as of November 17, 2011, between the Company and Wells Fargo Bank, National Association, as trustee
5.1	Opinion of Morgan, Lewis & Bockius LLP

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, thereunto duly authorized.

THE CLOROX COMPANY

Date: November 15, 2011

By: /s/Laura Stein
Name: Laura Stein
Title: Senior Vice President – General Counsel

INDEX TO EXHIBITS

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