

BERKSHIRE HATHAWAY INC
Form 8-K/A
December 16, 2010

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 1)

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15 (D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED) **December 15, 2010**

BERKSHIRE HATHAWAY INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Edgar Filing: BERKSHIRE HATHAWAY INC - Form 8-K/A

DELAWARE
(STATE OR OTHER JURISDICTION)

001-14905
(COMMISSION)

47-0813844
(I.R.S. EMPLOYER)

OF INCORPORATION)

FILE NUMBER)

IDENTIFICATION NO.)

3555 Farnam Street

Omaha, Nebraska
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

68131
(ZIP CODE)

(402) 346-1400

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE

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. below):

- 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))

Explanatory Note: This Report on 8-K/A is being filed for the sole purpose of adding Exhibit 4.3 to the list of Exhibits attached to the Current Report on Form 8-K filed on December 15, 2010.

Item 8.01 Other Events.

On December 15, 2010, Berkshire Hathaway Finance Corporation (BHFC) issued \$500,000,000 aggregate principal amount of its 2.45% Senior Notes due 2015 (the Notes), under a registration statement on Form S-3 under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission (the Commission) on February 1, 2010 (Registration No. 333-164611) (the Registration Statement). The Notes, which will be fully and unconditionally guaranteed by Berkshire Hathaway Inc. (Berkshire), were sold pursuant to an underwriting agreement (the Underwriting Agreement) entered into on December 7, 2010, by and among BHFC, Berkshire and Goldman, Sachs & Co. (the Underwriter). The Notes are issued under an Indenture, dated as of February 1, 2010, by and among BHFC, as issuer, Berkshire, as guarantor, and The Bank of New York Mellon Trust Company, N.A., as trustee (the Indenture), and an officers certificate dated as of December 15, 2010.

The relevant terms of the Notes and the Indenture are further described under the caption Description of the notes in the prospectus supplement, dated December 7, 2010, filed with the Commission by Berkshire on December 9, 2010 pursuant to Rule 424(b)(2) under the Securities Act of 1933, as amended, and in the section entitled Description of the Debt Securities in the base prospectus, dated February 1, 2010, included in the Registration Statement, which descriptions are incorporated herein by reference.

A copy of the Indenture is set forth in Exhibit 4.1 of the Registration Statement and is incorporated herein by reference. A copy of the Notes is attached hereto as Exhibit 4.3 and is incorporated herein by reference. The descriptions of the Indenture and the Notes in this report are summaries and are qualified in their entirety by the terms thereof.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 1.1 Underwriting Agreement, dated December 7, 2010, by and among Berkshire Hathaway Finance Corporation, Berkshire Hathaway Inc. and Goldman, Sachs & Co. (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010).
- 4.1 Indenture, dated as of February 1, 2010, among the Berkshire Hathaway Inc., Berkshire Hathaway Finance Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of Berkshire s Registration Statement on Form S-3 2010 (Registration No. 333-164611) filed with the Commission on February 1, 2010).
- 4.2 Officers Certificate of Berkshire Hathaway Finance Corporation., dated as of December 15, 2010 (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010).
- 4.3 Form of 2.45% Senior Notes due 2015.
- 5.1 Opinion of Munger, Tolles & Olson LLP, dated December 15, 2010 (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010).
- 23.1 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1) (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010).

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.

December 16, 2010

BERKSHIRE HATHAWAY INC.

/s/ Marc D. Hamburg

By: Marc D. Hamburg

Senior Vice President and Chief Financial Officer

Exhibit Index

- 1.1 Underwriting Agreement, dated December 7, 2010, by and among Berkshire Hathaway Finance Corporation, Berkshire Hathaway Inc. and Goldman, Sachs & Co. (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010)
- 4.1 Indenture, dated as of February 1, 2010, among the Berkshire Hathaway Inc., Berkshire Hathaway Finance Corporation and The Bank of New York Mellon Trust Company, N.A., as trustee (incorporated by reference to Exhibit 4.1 of Berkshire's Registration Statement on Form S-3 2010 (Registration No. 333-164611) filed with the Commission on February 1, 2010)
- 4.2 Officers' Certificate of Berkshire Hathaway Finance Corporation., dated as of December 15, 2010 (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010)
- 4.3 Form of 2.45% Senior Note due 2015
- 5.1 Opinion of Munger, Tolles & Olson LLP, dated December 15, 2010. (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010)
- 23.1 Consent of Munger, Tolles & Olson LLP (included in Exhibit 5.1). (incorporated by reference from exhibit to Current Report on Form 8-K, filed on December 15, 2010)