PRAXAIR INC
Form 424B2
February 04, 2016
Table of Contents

The information in this preliminary prospectus supplement is not complete and may be changed without notice. Neither this preliminary prospectus supplement nor the accompanying prospectus is an offer to sell securities or a solicitation of an offer to buy these securities in any jurisdiction where the offering is not permitted.

As filed pursuant to Rule 424(b)(2)
Registration No. 333-204093

SUBJECT TO COMPLETION

PRELIMINARY PROSPECTUS SUPPLEMENT DATED FEBRUARY 4, 2016

Prospectus Supplement

February , 2016

(To Prospectus Dated May 12, 2015)

$

3.200% Notes due 2026

We are offering $ of our 3.200% Notes due 2026 (the new notes).

The new notes offered hereby will be of the same series as the $450,000,000 of 3.200% Notes due 2026 (the existing notes and, together with the new notes, the notes) that we issued on September 24, 2015. The new notes will have the same terms (except for the initial price to public, the issue date and the initial interest payment date) as the existing notes. Immediately after giving effect to the issuance of the new notes offered hereby, we will have $ aggregate principal amount of notes outstanding.

We will pay interest on the new notes on January 30 and July 30 of each year, beginning July 30, 2016. The notes will mature on January 30, 2026. We may redeem some or all of the notes at any time before maturity at the applicable redemption price described under the caption Description of the Notes Optional Redemption. There is no sinking fund for the notes.

Investing in the notes involves risk. See Risk Factors in our Quarterly Report on Form 10-Q for the quarter ended September 30, 2015.

	Per New Note	Total
Public offering price(1)	%	$
Underwriting discount	%	$
Proceeds, before expenses, to Praxair(1)	%	$

(1) The public offering price and proceeds, before expenses, to Praxair will also include interest deemed to have accrued from January 30, 2016.

Neither the Securities and Exchange Commission, or the SEC, nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The new notes will be ready for delivery in book-entry form only through The Depository Trust Company on or about February , 2016.

Joint Book-Running Managers

J.P. Morgan **Mizuho Securities** **Wells Fargo Securities**

Table of Contents

TABLE OF CONTENTS

Prospectus Supplement

Prospectus

We have not, and the underwriters have not, authorized any other person to provide you with any information other than that contained or incorporated by reference in this prospectus or in any free-writing prospectus prepared by or on behalf of us to which we have referred you. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein is accurate only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since that date.

References to we, us, our, the Company, and Praxair are to Praxair, Inc. and its subsidiaries unless the context otherwise requires.

The notes are being offered for sale only in jurisdictions where it is lawful to make such offers. The distribution of this prospectus supplement and the accompanying prospectus and the offering of the notes in certain jurisdictions may be restricted by law. Persons outside the United States who receive this prospectus supplement and the accompanying prospectus should inform themselves about and observe any such restrictions. This prospectus supplement and the accompanying prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not authorized or qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See Underwriting in this prospectus supplement.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and special reports, proxy statements and other information with the SEC, and our common stock is listed on the New York Stock Exchange under the symbol PX. Our SEC filings are available to the public at the SEC s Internet website at http://www.sec.gov. You may also read and copy any document we file at the SEC s public reference room at 100 F Street, NE, Washington, D.C. 20549. You can call the SEC at 1-800-732-0330 for further information about the public reference rooms.

The SEC allows us to incorporate by reference the information we file with them, which means we are assumed to have disclosed important information to you when we refer you to documents that are on file with the SEC. The information we have incorporated by reference is an important part of this prospectus supplement and the accompanying prospectus, and information that we file later with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future documents we file with the SEC under Sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934, as amended until we sell all of the securities covered by this prospectus supplement and the accompanying prospectus, provided that information furnished and not filed by us under any item of any Current Report on Form 8-K including the related exhibits is not incorporated by reference.

Annual Report on Form 10-K/A for the fiscal year ended December 31, 2014, filed on February 27, 2015.

The information responsive to Part III of Form 10-K for the fiscal year ended December 31, 2014 provided in our Proxy Statement on Schedule 14A filed on March 17, 2015.

Quarterly Reports on Form 10-Q for the quarters ended March 31, 2015, June 30, 2015 and September 30, 2015.

Current Reports on Form 8-K filed on February 2, 2015, February 5, 2015, May 4, 2015, May 15, 2015, July 29, 2015 (Item 8.01 only), September 24, 2015, October 15, 2015, October 26, 2015, December 16, 2015 and January 29, 2016 (Item 5.03 only).

You may request a copy of these documents at no cost by writing or telephoning us at the following address:

Praxair, Inc.

39 Old Ridgebury Road

Danbury, Connecticut 06810-5113

Attn: Assistant Corporate Secretary

Telephone: (203) 837-2000

www.praxair.com

Information on our Internet website is not part of this prospectus supplement or the accompanying prospectus.

Table of Contents

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement and the accompanying prospectus contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management s reasonable expectations and assumptions as of the date the statements are made but involve risks and uncertainties. These risks and uncertainties include, without limitation: the performance of stock markets generally; developments in worldwide and national economies and other international events and circumstances; changes in foreign currencies and in interest rates; the cost and availability of electric power, natural gas and other raw materials; the ability to achieve price increases to offset cost increases; catastrophic events including natural disasters, epidemics and acts of war and terrorism; the ability to attract, hire, and retain qualified personnel; the impact of changes in financial accounting standards; the impact of changes in pension plan liabilities; the impact of tax, environmental, healthcare and other legislation and government regulation in jurisdictions in which the Company operates; the cost and outcomes of investigations, litigation and regulatory proceedings; continued timely development and market acceptance of new products and applications; the impact of competitive products and pricing; future financial and operating performance of major customers and industries served; the impact of information technology system failures, network disruptions and breaches in data security; and the effectiveness and speed of integrating new acquisitions into the business. These risks and uncertainties may cause actual future results or circumstances to differ materially from the projections or estimates contained in the forward-looking statements. Additionally, financial projections or estimates exclude the impact of special items which the Company believes are not indicative of ongoing business performance. The Company assumes no obligation to update or provide revisions to any forward-looking statement in response to changing circumstances. The above listed risks and uncertainties are further described in Item 1A (Risk Factors) in the Company s Quarterly Report on Form 10-Q for the quarter ended September 30, 2015 filed with the SEC, which should be reviewed carefully. Please consider the Company s forward-looking statements in light of those risks.

Table of Contents

THE COMPANY

Praxair was founded in 1907 and became an independent publicly traded company in 1992. Praxair was the first company in the United States to produce oxygen from air using a cryogenic process and continues to be a major technological innovator in the industrial gases industry.

Praxair is the largest industrial gas supplier in North and South America, is rapidly growing in Asia, and has strong, well-established businesses in Europe. Praxair s primary products in its industrial gases business are atmospheric gases (oxygen, nitrogen, argon, rare gases) and process gases (carbon dioxide, helium, hydrogen, electronic gases, specialty gases, acetylene). The Company also designs, engineers and builds equipment that produces industrial gases primarily for internal use. The Company s surface technologies segment, operated through Praxair Surface Technologies, Inc., supplies wear-resistant and high-temperature corrosion-resistant metallic and ceramic coatings and powders. Praxair s sales were $12,273 million, $11,925 million and $11,224 million for 2014, 2013 and 2012, respectively.

Praxair serves a diverse group of industries including healthcare, petroleum refining, computer-chip manufacturing, beverage carbonation, fiber-optics, steel making, aerospace, chemicals and water treatment. In 2014, 94% of sales were generated in four geographic segments (North America, Europe, South America and Asia) primarily from the sale of industrial gases, with the balance generated from the surface technologies segment. Praxair provides a competitive advantage to its customers by continuously developing new products and applications, which allow them to improve their productivity, energy efficiency and environmental performance.

The Company s principal offices are located at 39 Old Ridgebury Road, Danbury, Connecticut 06810-5113 and its telephone number is (203) 837-2000.

Recent Developments

On January 29, 2016, the Company announced results for the fiscal year ended December 31, 2015. The Company s earnings press release was furnished to the SEC in a Current Report on Form 8-K filed on January 29, 2016 and such Form 8-K is not incorporated by reference herein. The information below is subject to revision based upon completion of our financial statements and the audit by our independent public accountants.

A summary of the Company s financial results is as follows:

(Millions of dollars)	**Year Ended December 31, 2015 (a)** *(unaudited)*	**2014 (a)**
Income Statement Data		
Sales	$ 10,776	$ 12,273
Operating profit	2,321	2,608
Net income Praxair, Inc.	1,547	1,694
Balance Sheet Data (at period end)		
Total assets	$ 18,319	$ 19,769
Long-term debt	8,975	8,636

(a) Amounts for 2015 include: (i) a pre-tax pension settlement charge of $7 million ($5 million after-tax) in the third quarter related to lump sum benefit payments made from the U.S. supplemental pension plan, and (ii) pre-tax charges of $19 million ($13 million after-tax) in the third quarter and $146 million ($112 million after-tax and non-controlling interests) in the second quarter, primarily related to cost reduction actions taken in response to lower volumes resulting from economic slowdown in emerging markets and energy related end-markets. The $165 million cost reduction charges by segment are as follows: $67 million in South America; $34 million in North America; $25 million in Asia; $20 million in Europe; and $19 million in Surface Technologies. Amounts for 2014 include: (i) a charge of $36 million ($22 million after-tax) related to a bond redemption, (ii) a charge of $7 million ($5 million after-tax) related to pension settlement and (iii) a charge of $131 million ($131 million after-tax) related to a Venezuela currency devaluation.

Table of Contents

Sales were $10,776 million in 2015, 12% below the $12,273 million of sales in 2014 due to the impacts of negative currency translation and lower cost pass-through, primarily in natural gas. Underlying sales were comparable to the prior year as growth from positive pricing, new project start-ups and acquisitions was offset by lower base volumes in Brazil and China due to weaker underlying industrial activity and in the North American metals, upstream energy and manufacturing end-markets. Operating profit was $2,321 million in 2015 compared to $2,608 million in 2014. As described in note (a) to the summary table, operating profit for 2015 included charges which reduced operating profit by $172 million, while operating profit for 2014 included charges which reduced operating profit by $138 million. Additionally, consolidated operating profit in 2015 was about 10% lower compared to 2014 due to the significant strengthening of the U.S. dollar versus most foreign currencies during 2015 and the resulting currency translation impacts. Excluding the impacts of these matters in both periods, operating profit grew 1% in 2015 compared to 2014. The Company s net income was $1,547 million in 2015 compared to $1,694 million in 2014. 2015 net income included charges of $130 million, and 2014 net income included charges of $158 million related to the matters described in note (a) to the summary table. Excluding these matters, the decrease in net income was due primarily to the negative foreign currency translation impacts discussed above, partially offset by lower interest expense.

Cash flow from operations was $2,682 million in 2015, compared to $2,868 million in 2014. The Company made capital expenditures of $1,541 million in 2015, compared to capital expenditures of $1,689 million in 2014. The company invested $82 million in acquisitions in 2015, primarily packaged gases businesses in North and South America and the acquisition of an equity investment in Asia. During 2015, the company paid $819 million of dividends and repurchased $637 million of stock, net of issuances. As of December 31, 2015, long-term debt was $8,975 million.

On February 4, 2016, we launched an offering of euro denominated notes due 2024 (the euro offering) pursuant to a preliminary prospectus supplement dated February 4, 2016. The terms and amount of the euro offering have not been determined, there can be no assurance that the euro offering will be consummated, and this offering is not conditioned on the consummation of the euro offering.

Table of Contents

USE OF PROCEEDS

The Company anticipates using the proceeds of the offering for general corporate purposes, including the repayment of outstanding indebtedness. Prior to their application, the net proceeds may be used to repay short-term debt and/or invested in short-term investments.

RATIO OF EARNINGS TO FIXED CHARGES

The following table sets forth our ratio of earnings to fixed charges. We did not have any preferred stock outstanding and did not pay or accrue preferred stock dividends during such periods.

	Nine Months Ended September 30,	Year Ended December 31,				
	2015	2014	2013	2012	2011	2010
Ratio of Earnings to Fixed Charges(a)	9.8	8.9	9.3	10.0	10.3	9.9

(a) For the purpose of computing the ratio of earnings to fixed charges, earnings are comprised of income from continuing operations of consolidated subsidiaries before provision for income taxes and adjustment for non-controlling interests in consolidated subsidiaries or income or loss from equity investees, less capitalized interest, plus depreciation of capitalized interest, dividends from companies accounted for using the equity method, and fixed charges. Fixed charges are comprised of interest on long-term and short-term debt plus capitalized interest and rental expense representative of an interest factor.

Table of Contents

DESCRIPTION OF THE NOTES

In this section entitled Description of the Notes, references to the Company, Praxair, we, our, or us refers to Praxair, Inc., as issuer of the and not to any of the subsidiaries of Praxair, Inc.

The following description of the particular terms of the notes supplements, and to the extent inconsistent therewith supersedes, the description of the general terms and provisions of the senior debt securities included in the accompanying prospectus, to which description reference is hereby made.

The notes will be our unsecured general obligations, will be issued under an indenture dated as of July 15, 1992 between Praxair, Inc. and U.S. Bank National Association, as the ultimate successor trustee to Bank of America, Illinois, and will be issued only in book-entry form. The notes will mature on January 30, 2026. The new notes offered hereby will be treated as a single series with the existing notes and will have the same terms (except for the initial price to public, the issue date and the initial interest payment date) as the existing notes. All of the notes will vote as one class under the indenture governing the notes.

The notes will bear interest at the rate of 3.200% per year. Interest on the new notes will be payable semi-annually in arrears on January 30 and July 30, commencing on July 30, 2016, to the persons in whose names the notes are registered at the close of business on the preceding January 15 and July 15, respectively. Interest on the new notes will be deemed to have accrued from January 30, 2016.

The notes will accrue interest on the basis of a 360-day year consisting of twelve months of 30 days each. If any interest payment date, stated maturity date or redemption date is not a business day, the payment otherwise required to be made on such date will be made on the next business day without any additional payment as a result of such delay.

We will issue the notes in registered form without coupons in minimum denominations of $2,000 and whole multiples of $1,000 in excess thereof. The notes are subject to defeasance under the conditions described in the accompanying prospectus, including the condition that an opinion of counsel be delivered to the Senior Trustee with respect to the absence of any tax effect of any such defeasance to holders of the notes.

Upon issuance, the notes will be represented by one or more global securities that will be deposited with, or on behalf of, The Depository Trust Company (DTC) and will be registered in the name of DTC or a nominee of DTC. See Description of Debt Securities Global Debt Securities in the accompanying prospectus.

We may from time to time without the consent of the holders of the notes create and issue further notes having the same terms and conditions as the notes so that the further issue would be consolidated and form a single series with the notes, provided that if any such additional notes are not fungible with the notes previously issued for United States federal income tax purposes, such additional notes will have a separate CUSIP number.

As of September 30, 2015, $7,775.0 million aggregate principal amount of dollar-denominated senior debt securities plus 1,100.0 million aggregate principal amount of euro-denominated senior debt securities (equivalent to $1,229.5 million at September 30, 2015) were outstanding under the indenture.

Optional Redemption

We may redeem the notes at our option, at any time in whole or from time to time in part. At least 20 days but not more than 60 days before a redemption date, we shall mail a notice of redemption by first-class mail to each holder of registered notes.

The redemption price for the notes to be redeemed on any redemption date that is prior to the Notes Par Call Date will be equal to the greater of:

(1) the principal amount of the notes being redeemed plus accrued and unpaid interest to the redemption date; or

(2) the Make-Whole Amount for the notes being redeemed.

Table of Contents

The redemption price for the notes to be redeemed on any redemption date that is on or after the Notes Par Call Date will be equal to 100% of the principal amount of the notes being redeemed on the redemption date, plus accrued and unpaid interest to the redemption date.

In any case, the principal amount of a note remaining outstanding after a redemption in part shall be $2,000 or an integral multiple of $1,000 in excess thereof. Once notice of redemption is given, the notes called for redemption become due and payable on the redemption date at the redemption price stated in the notice.

There is no sinking fund for the notes.

Adjusted Treasury Rate means, with respect to any redemption date for the notes, the sum of (x) either (1) the yield, under the heading that represents the average for the immediately preceding week, appearing in the most recent published statistical release designated H.15 (519) or any successor publication that is published weekly by the Board of Governors of the Federal Reserve System and that establishes yields on actively traded United States Treasury securities adjusted to the Comparable Treasury Issue (if no maturity is within three months before or after the remaining term of the notes being redeemed (assuming, for this purpose, that the notes matured on the Notes Par Call Date), yields for the two published maturities most closely corresponding to the Comparable Treasury Issue shall be determined and the Adjusted Treasury Rate shall be interpolated or extrapolated from such yields on a straight-line basis, rounded to the nearest month) or (2) if such release (or any successor release) is not published during the week preceding the calculation date or does not contain such yields, the rate per year equal to the semi-annual equivalent yield to maturity of the Comparable Treasury Price for such redemption date, in each case calculated on the third business day preceding the redemption date, and (y) 0.200%.

Comparable Treasury Issue means the United States Treasury security selected by the Quotation Agent as having a maturity comparable to the remaining term from the redemption date to the maturity date of the notes being redeemed (assuming, for this purpose, that the notes matured on the Notes Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of notes.

Comparable Treasury Price means, with respect to any redemption date for the notes, if clause (2) of the Adjusted Treasury Rate is applicable, the average of four or such lesser number as is obtained by the indenture trustee, Reference Treasury Dealer Quotations for such redemption date for the notes.

Make-Whole Amount means, as determined by a Quotation Agent, the sum of the present values of the principal amount of the notes, together with the scheduled payments of interest (exclusive of interest to the redemption date) thereon from the redemption date to the maturity date of the notes (assuming, for this purpose, that the notes matured on the Notes Par Call Date), in each case discounted to the redemption date on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months, at the Adjusted Treasury Rate, plus accrued and unpaid interest on the principal amount of the notes to the redemption date.

Notes Par Call Date means October 30, 2025 (the date which is three months prior to the final maturity of the notes).

Quotation Agent means the Reference Treasury Dealer selected by the indenture trustee after consultation with us.

Reference Treasury Dealer means Citigroup Global Markets Inc., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc. and a primary U.S. Government securities dealer selected by Mitsubishi UFJ Securities (USA), Inc. and their respective successors and assigns, and, in each case, one other nationally recognized investment banking firm selected by us that is a primary U.S. Government securities dealer.

Reference Treasury Dealer Quotations means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by the indenture trustee, of the bid and asked prices for the Comparable Treasury Issue, expressed in each case as a percentage of its principal amount, quoted in writing to the indenture trustee by such Reference Treasury Dealer at 5:00 p.m., New York City time, on the third business day preceding such redemption date.

Treatment of Pre-issuance Accrued Interest on the New Notes for U.S. Federal Income Tax Purposes

A portion of the price paid for the new notes will be allocable to unpaid stated interest that is deemed to have accrued from January 30, 2016 to the closing date of this offering (pre-issuance accrued interest). The portion of the first stated interest payment attributable to such pre-issuance accrued interest may be treated as a non-taxable return of a portion of the purchase price of the new notes (that will reduce a beneficial owner s tax basis in its new notes by a corresponding amount), rather than as interest income.

Defaults and Remedies

Clause (1) of the definition of event of default under the caption Description of the Debt Securities Defaults and Remedies in the accompanying prospectus is revised and applicable to the notes offered hereby as follows:

the Company defaults in any payment of interest on any of the notes when the same becomes due and payable and the default continues for a period of 30 days.

Book-Entry System

We will initially issue the notes in the form of one or more global notes (the Global Notes). The Global Notes will be deposited with, or on behalf of, DTC and registered in the name of DTC or its nominee. Except as set forth below, the Global Notes may be transferred, in whole and not in part, only to DTC or another nominee of DTC. A holder may hold beneficial interests in the Global Notes directly through DTC if such holder has an account with DTC or indirectly though organizations which have accounts with DTC, including Euroclear and Clearstream.

Investors may hold interests in the notes outside the United States through Euroclear or Clearstream if they are participants in those systems, or indirectly through organizations which are participants in those systems. Euroclear and Clearstream will hold interests on behalf of their participants through customers securities accounts in Euroclear s and Clearstream s names on the books of their respective depositaries which in turn will hold such positions in customers securities accounts in the names of the nominees of the depositaries on the books of DTC. All securities in Euroclear or Clearstream are held on a fungible basis without attribution of specific certificates to specific securities clearance accounts.

Table of Contents

UNDERWRITING

Under the terms and subject to the conditions set forth in an underwriting agreement dated the date hereof, the underwriters named below have severally agreed to purchase, and we have agreed to sell to them, severally, the respective principal amounts of new notes set forth opposite their names below:

Underwriters	Principal Amount of New Notes
J.P. Morgan Securities LLC	$
Mizuho Securities USA Inc.	
Wells Fargo Securities, LLC	
Total	$

The underwriting agreement provides that the obligation of the several underwriters to pay for and accept delivery of the new notes is subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are committed to purchase all of the new notes if any are purchased.

The underwriters propose to offer the new notes initially to the public at the public offering price shown on the cover page hereof and to selling group members at that price less a selling concession of % of the principal amount of the new notes. The underwriters and selling group members may reallow a discount of % of the principal amount of the new notes on sales to other dealers. After the initial offering of the new notes, the underwriters may change the offering price and other selling terms.

We estimate that our expenses for this offering (excluding the underwriting discount) will be approximately $1,000,000.

We have agreed to indemnify the underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, and to contribute to payments the underwriters may be required to make in respect of any of these liabilities.

The notes are not listed and we do not intend to apply for listing on a securities exchange. Certain of the underwriters currently make a secondary market in the existing notes and the underwriters have advised us that they currently intend to continue to make a secondary market in the notes, as permitted by applicable laws and regulations. The underwriters are not obligated, however, to continue to make a market in the notes and any such secondary market making may be discontinued at any time without notice at the sole discretion of the underwriters. Accordingly, no assurance can be given as to the liquidity of, or trading market for, the notes.

In connection with the offering of the notes, the underwriters may engage in transactions that stabilize, maintain or otherwise affect the price of the notes. Specifically, the underwriters may overallot in connection with the offering of the notes, creating a syndicate short position. In addition, the underwriters may bid for and purchase notes in the open market to cover syndicate short positions or to stabilize the price of the notes. Finally, the underwriting syndicate may reclaim selling concessions allowed for distributing the notes in the offering of the notes, if the syndicate repurchases previously distributed notes in syndicate covering transactions, stabilization transactions or otherwise. Any of these activities may stabilize or maintain the market price of the notes above independent market levels. The underwriters are not required to engage in any of these activities, and may end any of them at any time without notice.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities.

Certain of the underwriters and/or their affiliates have performed commercial banking, investment banking and advisory services for us from time to time for which they have received customary fees and reimbursement of expenses. The underwriters and their respective affiliates may, from time to time, engage in transactions with and perform services for us in the ordinary course of their business for which they may receive customary fees and reimbursement of expenses. In the ordinary course of their various business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve our securities and/or instruments. Certain of the underwriters and/or their affiliates that have a lending relationship with us routinely hedge, and certain other of the underwriters or their affiliates that have a lending relationship with us may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters or their affiliates would hedge such exposure by entering into transactions which consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the notes offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the notes offered hereby. The underwriters and their respective affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or instruments and may at any time hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

In particular, certain of the underwriters or their affiliates are agents and/or lenders under our or our subsidiaries credit facilities. In each case, we pay customary fees as compensation for these roles.

Selling Restrictions

Any underwriter that is not a broker-dealer registered with the SEC will make sales of the notes in the United States only through one or more SEC-registered broker-dealers in compliance with applicable securities laws and the rules of the Financial Industry Regulatory Authority, Inc., or FINRA.

European Economic Area

In relation to each member state of the European Economic Area which has implemented the Prospectus Directive (each, a relevant member state), each underwriter has represented and agreed that with effect from and including the date on which the Prospectus Directive is implemented in that relevant member state (the relevant implementation date) it has not made and will not make an offer of notes which are the subject of the offering contemplated by this prospectus supplement to the public in that relevant member state other than:

- to any legal entity which is a qualified investor as defined in the Prospectus Directive;

- to fewer than 150 natural or legal persons (other than qualified investors as defined in the Prospectus Directive), subject to obtaining the prior consent of the joint book-running managers for any such offer; or

- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of notes shall require a prospectus to be published pursuant to Article 3 of the Prospectus Directive.

For the purposes of this provision, the expression an offer of notes in relation to any notes in any relevant member state means the communication in any form and by any means of sufficient information on the terms of the offer and the notes to be offered so as to enable an investor to decide to purchase or subscribe for the notes, as the same may be varied in that member state by any measure implementing the Prospectus Directive in that member state, the expression Prospectus Directive means European Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the relevant member state), and includes any relevant implementing measure in the relevant member state and the expression 2010 PD Amending Directive means European Directive 2010/73/EU.

Table of Contents

United Kingdom

Each underwriter has represented and agreed that:

- it has communicated or caused to be communicated and will communicate or cause to be communicated an invitation or inducement to engage in investment activity (within the meaning of section 21 of the United Kingdom s Financial Services and Markets Act 2000, or the FSMA, of the United Kingdom) received by it in connection with the issue or sale of the notes only in circumstances in which Section 21(1) of the FSMA does not apply to us; and

- it has complied and will comply with all applicable provisions of the FSMA with respect to anything done by it in relation to the notes in, from or otherwise involving the United Kingdom.

Canada

The notes may be sold only to purchasers purchasing, or deemed to be purchasing, as principal that are accredited investors, as defined in National Instrument 45-106 *Prospectus Exemptions* or subsection 73.3(1) of the *Securities Act* (Ontario), and are permitted clients, as defined in National Instrument 31-103 *Registration Requirements, Exemptions and Ongoing Registrant Obligations*. Any resale of the notes must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements of applicable securities laws.

Securities legislation in certain provinces or territories of Canada may provide a purchaser with remedies for rescission or damages if this prospectus supplement (including any amendment thereto) contains a misrepresentation, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser s province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser s province or territory for particulars of these rights or consult with a legal advisor.

Pursuant to section 3A.3 of National Instrument 33-105 *Underwriting Conflicts* (NI 33-105), the underwriters are not required to comply with the disclosure requirements of NI 33-105 regarding underwriter conflicts of interest in connection with this offering.

EXPERTS

The financial statements and management s assessment of the effectiveness of internal control over financial reporting (which is included in Management s Report on Internal Control over Financial Reporting) incorporated in this prospectus supplement by reference to the Annual Report on Form 10-K/A for the year ended December 31, 2014, filed on February 27, 2015, have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.

Table of Contents

Prospectus

PRAXAIR, INC.

Common Stock

Preferred Stock

and

Debt Securities

We may offer, from time to time, in one or more series:

- shares of our common stock;
- shares of our preferred stock;
- unsecured senior debt securities; and
- unsecured subordinated debt securities.

The securities:

- will be offered at prices and on terms to be set forth in one or more prospectus supplements;
- may be denominated in U.S. dollars or in other currencies or currency units;
- may be offered separately or together with other securities as units, or in separate series;
- may be issued upon conversion of, or in exchange for, other securities; and
- may be listed on a national securities exchange, if specified in the applicable prospectus supplement.

Our common stock is listed on the New York Stock Exchange under the symbol PX .

Investing in these securities involves risk. See Risk Factors on page 2 of this prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The securities may be sold from time to time directly, through agents or through underwriters and/or dealers. If any agent of the issuer or any underwriter is involved in the sale of the securities, the name of such agent or underwriter and any applicable commission or discount will be set forth in the accompanying prospectus supplement.

This prospectus may not be used unless accompanied by a prospectus supplement.

The date of this prospectus is May 12, 2015.

TABLE OF CONTENTS

Prospectus

Table of Contents

ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement filed with the United States Securities and Exchange Commission, or the SEC, by us. By using a shelf registration statement, we may sell an unlimited aggregate principal amount of any combination of the securities described in this prospectus from time to time and in one or more offerings. This prospectus only provides you with a general description of the securities that we may offer. Each time we sell securities, we will provide a supplement to this prospectus that contains specific information about the terms of the securities. The prospectus supplement may also add, update or change information contained in this prospectus. Before purchasing any securities, you should carefully read both this prospectus and any prospectus supplement, together with the additional information described under the headings Where You Can Find More Information and Incorporation of Certain Information by Reference.

You should rely only on the information incorporated by reference or provided in this prospectus or any prospectus supplement. We have not authorized anyone else to provide you with different information. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not making an offer of the securities in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of those documents.

References to we, us, our, the Company and Praxair are to Praxair, Inc. and its subsidiaries unless the context requires otherwise.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus (including the documents incorporated herein by reference) contains and any prospectus supplement (including the documents incorporated therein by reference) will contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on management s reasonable expectations and assumptions as of the date the statements are made but involve risks and uncertainties. These risks and uncertainties include, without limitation: the performance of stock markets generally; developments in worldwide and national economies and other international events and circumstances; changes in foreign currencies and in interest rates; the cost and availability of electric power, natural gas and other raw materials; the ability to achieve price increases to offset cost increases; catastrophic events including natural disasters, epidemics and acts of war and terrorism; the ability to attract, hire, and retain qualified personnel; the impact of changes in financial accounting standards; the impact of changes in pension plan liabilities; the impact of tax, environmental, healthcare and other legislation and government regulation in jurisdictions in which the Company operates; the cost and outcomes of investigations, litigation and regulatory proceedings; continued timely development and market acceptance of new products and applications; the impact of competitive products and pricing; future financial and operating performance of major customers and industries served; the impact of information technology system failures, network disruptions and breaches in data security; and the effectiveness and speed of integrating new acquisitions into the business. These risks and uncertainties may cause actual future results or circumstances to differ materially from the projections or estimates contained in the forward-looking statements. The Company assumes no obligation to update or provide revisions to any forward-looking statement in response to changing circumstances. The above listed risks and uncertainties are further described in Item 1A (Risk Factors) in the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 filed with the SEC, which should be reviewed carefully. Please consider the Company s forward-looking statements in light of those risks. The Company is under no duty and does not intend to update any of the forward-looking statements after the date of this prospectus or to conform our prior statements to actual results.

Table of Contents

THE COMPANY

Praxair was founded in 1907 and became an independent publicly traded company in 1992. Praxair was the first company in the United States to produce oxygen from air using a cryogenic process and continues to be a major technological innovator in the industrial gases industry.

Praxair is the largest industrial gas supplier in North and South America, is rapidly growing in Asia, and has strong, well-established businesses in Europe. Praxair s primary products in its industrial gases business are atmospheric gases (oxygen, nitrogen, argon, rare gases) and process gases (carbon dioxide, helium, hydrogen, electronic gases, specialty gases, acetylene). The Company also designs, engineers and builds equipment that produces industrial gases primarily for internal use. The Company s surface technologies segment, operated through Praxair Surface Technologies, Inc., supplies wear-resistant and high-temperature corrosion-resistant metallic and ceramic coatings and powders. Praxair s sales were $12,273 million, $11,925 million, and $11,224 million for 2014, 2013, and 2012, respectively. For the three-month periods ended March 31, 2015 and 2014, sales for the Company were $2,757 million and $3,026 million, respectively.

Praxair serves a diverse group of industries including healthcare, petroleum refining, computer-chip manufacturing, beverage carbonation, fiber-optics, steel making, aerospace, chemicals and water treatment. In 2014, 94% of sales were generated in four geographic segments (North America, Europe, South America and Asia) primarily from the sale of industrial gases with the balance generated from the surface technologies segment. Praxair provides a competitive advantage to its customers by continuously developing new products and applications, which allow them to improve their productivity, energy efficiency and environmental performance.

The Company s principal offices are located at 39 Old Ridgebury Road in Danbury, Connecticut 06810-5113 and our telephone number is (203) 837-2000.

RISK FACTORS

Our business is subject to risks and uncertainties. Such risks and uncertainties are further described in Item 1(A) (Risk Factors) in the Company s Quarterly Report on Form 10-Q for the quarter ended March 31, 2015 filed with the SEC as updated by our other SEC filings filed after such Quarterly Report, which should be reviewed carefully. It is possible that our business, financial condition, liquidity or results of operations could be materially adversely affected by any of these risks.

USE OF PROCEEDS

Except as otherwise described in the applicable prospectus supplement, we will use the net proceeds from the sale or sales of our securities for general corporate purposes, which may include, without limitation, the repayment of outstanding indebtedness, repurchases of our common stock, working capital increases, capital expenditures and acquisitions. Prior to their application, the proceeds may be invested in short-term investments. Reference is made to our financial statements incorporated by reference herein for a description of the terms of our outstanding indebtedness.

Table of Contents

DESCRIPTION OF CAPITAL STOCK

Authorized Capital Stock

Under our amended and restated certificate of incorporation (certificate of incorporation), the total number of shares of all classes of stock that the Company has authority to issue is 825,000,000, of which 25,000,000 may be shares of preferred stock, par value $.01 per share, and 800,000,000 may be shares of common stock, par value $.01 per share. As of March 31, 2015, 383,230,625 shares of our common stock were issued (of which 288,310,190 shares were outstanding and 94,920,435 shares were held in treasury).

Common Stock

Holders of the Company s common stock are entitled to receive ratably dividends, if any, subject to the prior rights of holders of outstanding shares of preferred stock, as are declared by the board of directors of the Company out of the funds legally available for the payment of dividends. Except as otherwise provided by law, each holder of common stock is entitled to one vote per share of common stock on each matter submitted to a vote of a meeting of stockholders. The common stock does not have cumulative voting rights in the election of directors.

In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, after all liabilities and liquidation preference, if any, of preferred stock have been paid in full, the holders of the Company s common stock are entitled to receive any remaining assets of the Company.

The Company s common stock has no preemptive or conversion rights or other subscription rights. There are no redemption or sinking fund provisions applicable to our common stock.

The Company is authorized to issue additional shares of common stock without further stockholder approval (except as may be required by applicable law or stock exchange regulations). With respect to the issuance of common shares of any additional series, the board of directors of the Company is authorized to determine, without any further action by the holders of the Company s common stock, the dividend rights, dividend rate, conversion rights, voting rights and rights and terms of redemption, as well as the number of shares constituting such series and the designation thereof. Should the board of directors of the Company elect to exercise its authority, the rights and privileges of holders of the Company s common stock could be made subject to rights and privileges of any such other series of common stock. The Company has no present plans to issue any common stock of a series other than the Company s common stock currently issued and outstanding.

The transfer agent and registrar for our common stock is Wells Fargo Shareowner Services, P.O. Box 64856, St. Paul, Minnesota, 55164-0856.

Preferred Stock

The Company s board of directors may issue up to 25,000,000 shares of preferred stock in one or more series and, subject to the Delaware corporation law, may:

- fix the rights, preferences, privileges and restrictions of the preferred stock;
- fix the number of shares and designation of any series of preferred stock; and

Table of Contents

increase or decrease the number of shares of any series of preferred stock but not below the number of outstanding shares. The Company s board of directors