

Knowles Corp  
Form 8-K  
April 29, 2016

**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): April 28, 2016**

**Knowles Corporation**

**(Exact name of registrant as specified in charter)**

**Delaware**  
*(State or Other Jurisdiction*

*of Incorporation)*

**001-36102**  
*(Commission*

*File Number)*

**90-1002689**  
*(I.R.S. Employer*

*Identification No.)*

**1151 Maplewood Drive, Itasca, IL**  
*(Address of Principal Executive Offices)*

**60143**  
*(Zip Code)*

**Registrant's telephone number, including area code: (630) 250-5100**

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:

- .. 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 April 28, 2016, Knowles Corporation (the Company ) issued a press release announcing the pricing of \$150 million aggregate principal amount of its 3.25% Convertible Senior Notes due 2021. The Company has also granted the initial purchasers of the notes a 30-day option to purchase up to an additional \$22.50 million aggregate principal amount of the notes.

In connection with the pricing of the notes, the Company entered into privately negotiated convertible note hedge transactions with affiliates of three of the initial purchasers (the option counterparties ). The Company also entered into warrant transactions with the option counterparties.

A copy of the press release is filed herewith as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The following exhibits are furnished as part of this report.

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 99.1                  | Press Release of Knowles Corporation dated April 28, 2016. |

**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.

KNOWLES CORPORATION

Date: April 29, 2016

By: /s/ Thomas G. Jackson  
Thomas G. Jackson  
Senior Vice President, General Counsel & Secretary

**EXHIBIT INDEX**

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