

TENNECO INC  
Form DEFA14A  
May 25, 2018

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): May 24, 2018**

**TENNECO INC.**  
**(Exact Name of Registrant as Specified in Charter)**

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**500 NORTH FIELD DRIVE, LAKE FOREST, ILLINOIS**

**1-12387**  
**(Commission**  
  
**File Number)**

**76-0515284**  
**(IRS Employer**  
  
**Identification No.)**

**60045**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### **ITEM 8.01 OTHER EVENTS**

As previously announced, on April 10, 2018, Tenneco Inc. (the Company) entered into a Membership Interest Purchase Agreement (Purchase Agreement) by and among the Company, Federal-Mogul, LLC (Federal-Mogul), American Entertainment Properties Corp. and Icahn Enterprises L.P., pursuant to which the Company will acquire Federal-Mogul (the Transaction).

The waiting periods for the filings made under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR Act), in connection with the Transaction expired as of 11:59 p.m., New York City time, on May 24, 2018.

The expiration of the waiting period under the HSR Act satisfies one of the closing conditions of the Transaction, which remains subject to the other closing conditions specified in the Purchase Agreement. Subject to the satisfaction of the remaining conditions, Tenneco and Federal-Mogul expect the Transaction to close in the second half of 2018.

#### **Additional Information and Where to Find It**

In connection with the proposed transaction between the Company and Federal-Mogul, the Company intends to file relevant materials with the SEC, including a preliminary proxy statement on Schedule 14A. Following the filing of the definitive proxy statement with the SEC, the Company will mail the definitive proxy statement and a proxy card to each stockholder entitled to vote at the special meeting relating to the proposed transaction. This communication is not a substitute for the proxy statement or other document(s) that the Company may file with the SEC in connection with the proposed transaction. INVESTORS AND SECURITY HOLDERS OF THE COMPANY ARE URGED TO READ CAREFULLY THE PROXY STATEMENT (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND OTHER DOCUMENTS FILED WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE COMPANY, FEDERAL-MOGUL AND THE PROPOSED TRANSACTION. Investors and security holders may obtain free copies of the proxy statement and other relevant materials (when they become available), and any and all documents filed by the Company with the SEC, may be obtained for free at the SEC's website at [www.sec.gov](http://www.sec.gov). In addition, stockholders may obtain free copies of the documents filed with the SEC by the Company via the Company's Investor Relations section of its website at [investors.tenneco.com](http://investors.tenneco.com) or by contacting Investor Relations by directing a request to the Company, Attention: Investor Relations, 500 North Field Drive in Lake Forest, Illinois, 60045 or by calling (847) 482-5162.

#### **Certain Information Regarding Participants**

The Company and its respective directors and executive officers may be deemed participants in the solicitation of proxies in connection with the proposed transaction. Information about the persons who may, under the rules of the SEC, be considered to be participants in the solicitation of the Company's stockholders in connection with the proposed transaction, and any interest they have in the proposed transaction, will be set forth in the definitive proxy statement when it is filed with the SEC. Additional information regarding these individuals is set forth in the Company's proxy statement for its 2018 Annual Meeting of Stockholders, which was filed with the SEC on April 4, 2018, its Annual Report on Form 10-K for the fiscal year ended December 31, 2017, which was filed with the SEC on February 28, 2018, and its Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which was filed with the SEC on May 10, 2018. You may obtain these documents (when they become available) free of charge at the SEC's web site at [www.sec.gov](http://www.sec.gov) and from Investor Relations at the Company.

#### **No Offer or Solicitations**

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration

or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

**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.

**TENNECO INC.**

Date: May 25, 2018

By: /s/ Brandon B. Smith  
Brandon B. Smith  
Senior Vice President, General Counsel  
and Corporate Secretary