

TENNECO INC  
Form NT 10-K  
March 01, 2019

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 12b-25**

Commission File Number 001-12387

**NOTIFICATION OF LATE FILING**

(Check One):      Form 10-K      Form 20-F      Form 11-K      Form 10-Q  
                         Form 10-D      Form N-SAR      Form N-CSR

For Period Ended: **December 31, 2018**

Transition Report on Form 10-K  
Transition Report on Form 20-F  
Transition Report on Form 11-K  
Transition Report on Form 10-Q  
Transition Report on Form N-SAR

For the Transition Period Ended: \_\_\_\_\_

*Read Instruction (on back page) Before Preparing Form. Please Print or Type.*

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates: \_\_\_\_\_

**PART I REGISTRANT INFORMATION**

**Tenneco Inc.**

**(Full Name of Registrant)**

**(Former Name if Applicable)**

**500 North Field Drive**

**(Address of Principal Executive Office (*Street and Number*))**

**Lake Forest, Illinois 60045**

**(City, State and Zip Code)**

**PART II RULE 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III NARRATIVE**

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR or the transition report or portion thereof, could not be filed within the prescribed time period.

During the year-end closing process and the alignment of accounting policies for the newly consolidated business that resulted from the Registrant's October 1, 2018 acquisition of Federal-Mogul LLC, an error was identified in the capitalization of expenditures within inventory in previously issued financial statements. While the Registrant currently expects that the identified error is not material to earnings or cash flows in any reporting period, the cumulative effect will require the Registrant to revise its previously issued financial statements. In this respect, the Registrant is taking more time to complete its first consolidated year-end financial statements, including its assessment of internal control over financial reporting, and is not able to complete its year-end financial statements within the prescribed time period without unreasonable effort or expense. In accordance with Rule 12b-25 of the Securities Exchange Act of 1934, the Registrant will file its Form 10-K no later than the fifteenth calendar day following the prescribed due date.

**PART IV OTHER INFORMATION**

(1) Name and telephone number of person to contact in regard to this notification

**Jason Hollar**  
(Name)

**847**  
(Area Code)

**482-5000**  
(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).      Yes      No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?      Yes      No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Unrelated to the item described in Part III of this form above, the Registrant's results of operations for the fourth quarter and full year-ended December 31, 2018 will be significantly different than its results of operations from the corresponding period in the prior fiscal year due to the acquisition of Federal-Mogul LLC. The results for the fiscal year 2018 of the consolidated company include the results of operations of Federal-Mogul LLC from October 1, 2018, the closing date of the acquisition.

**Tenneco Inc.**

**(Name of Registrant as Specified in Charter)**

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: March 1, 2019

By: /s/ Jason M. Hollar  
Name: Jason M. Hollar  
Title: Executive Vice President and

Chief Financial Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

**ATTENTION**

**Intentional misstatements or omissions of fact constitute Federal Criminal Violations (See 18 U.S.C. 1001).**

