

STANLEY BLACK & DECKER, INC.
Form 11-K
June 28, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

Annual Report pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the fiscal year ended December 31, 2012

or

Transition Report Pursuant to Section 15(d) of the Securities Exchange Act of 1934
For the transition period from _____ to _____

Commission file number 1-5224

Stanley Black & Decker
Retirement Account Plan

(Full title of the plan)

Stanley Black & Decker, Inc.

1000 Stanley Drive

New Britain, Connecticut 06053

(Name of issuer of the securities held pursuant to the plan and the address of its principal executive offices)

Audited Financial Statements and Supplemental Schedules

Stanley Black & Decker Retirement Account Plan

Years ended December 31, 2012 and 2011

Stanley Black & Decker Retirement Account Plan

Audited Financial Statements

and Supplemental Schedules

Years ended December 31, 2012 and 2011

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Report of Independent Registered Public Accounting Firm

To the Finance and Pension Committee of the Board of Directors

Stanley Black & Decker, Inc.:

We have audited the accompanying statements of net assets available for benefits of the Stanley Black & Decker Retirement Account Plan (the Plan) as of December 31, 2012 and 2011, and the related statement of changes in net assets available for benefits for the year ended December 31, 2012. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). These standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan at December 31, 2012 and 2011, and the changes in net assets available for benefits for the year ended December 31, 2012, in conformity with accounting principles generally accepted in the United States of America.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedules of assets (held at end of year) as of December 31, 2012, and reportable transactions for the year then ended, are presented for the purpose of additional analysis and are not a required part of the basic financial statements, but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedules are the responsibility of the Plan's management. The supplemental schedules have been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, are fairly stated in all material respects in relation to the financial statements taken as a whole.

/s/ Fiondella, Milone & LaSaracina LLP
Glastonbury, Connecticut
June 28, 2013

Stanley Black & Decker Retirement Account Plan

Statement of Net Assets Available for Benefits

December 31, 2012

	Unallocated Fund	Participant Directed	Total
Assets			
Cash	\$	\$ 8,091	\$ 8,091
Investments, at current market value:			
Stanley Black & Decker Common Stock:			
3,210,779 shares (cost \$104,794,192)		237,501,323	237,501,323
3,382,714 shares (cost \$62,783,172)	250,219,355		250,219,355
Short Term Investments (cost \$2,649,179)		2,649,179	2,649,179
Mutual funds (cost \$88,624,435)	2,091,543	88,476,086	90,567,629
Commingled funds (cost \$690,110,167)		750,821,592	750,821,592
	252,310,898	1,079,456,271	1,331,767,169
Dividends and interest receivable	140	674	814
Contribution receivable from employer		26,943,860	26,943,860
Contribution receivable from participants		278,819	278,819
Notes receivable from participants		18,299,145	18,299,145
	252,311,038	1,124,978,769	1,377,289,807
Liabilities			
Debt	105,925,844		105,925,844
Accounts payable		485,401	485,401
	105,925,844	485,401	106,411,245
Net assets available for benefits	\$ 146,385,194	\$ 1,124,493,368	\$ 1,270,878,562

See accompanying notes.

Stanley Black & Decker Retirement Account Plan

Statement of Net Assets Available for Benefits

December 31, 2011

	Unallocated Fund	Participant Directed	Total
Assets			
Cash	\$	\$ 168,794	\$ 168,794
Investments, at current market value:			
Stanley Black & Decker Common Stock:			
3,503,166 shares (cost \$119,804,264)		236,814,022	236,814,022
3,691,274 shares (cost \$68,510,045)	249,530,122		249,530,122
Short Term investments and other (cost \$5,674,073)	1,750,529	3,923,544	5,674,073
Mutual funds (cost \$93,267,774)		87,345,764	87,345,764
Commingled funds (cost \$682,587,446)		677,462,769	677,462,769
	251,280,651	1,005,714,893	1,256,995,544
Dividends and interest receivable	49	627	676
Contribution receivable from employer		29,375,828	29,375,828
Contribution receivable from participants		648,028	648,028
Notes receivable from participants		18,289,825	18,289,825
	251,280,700	1,054,029,201	1,305,309,901
Liabilities			
Debt	113,425,844		113,425,844
Accounts payable		321,218	321,218
	113,425,844	321,218	113,747,062
Net assets available for benefits	\$ 137,854,856	\$ 1,053,707,983	\$ 1,191,562,839

See accompanying notes.

Stanley Black & Decker Retirement Account Plan

Statement of Changes in Net Assets Available for Benefits

Year ended December 31, 2012

	Unallocated Fund	Participant Directed	Total
Additions			
Investment income:			
Dividends	\$ 6,329,945	\$ 6,065,912	\$ 12,395,857
Interest	1,037	4,378,576	4,379,613
	6,330,982	10,444,488	16,775,470
Net appreciation	37,719,868	73,667,052	111,386,920
Employer contributions	509,468	48,958,735	49,468,203
Employee contributions		53,604,475	53,604,475
	44,560,318	186,674,750	231,235,068
Deductions			
Withdrawals		(144,441,685)	(144,441,685)
Administrative expenses		(824,801)	(824,801)
Interest expense	(6,697,770)		(6,697,770)
	(6,697,770)	(145,266,486)	(151,964,256)
Interfund transfers (out) in	(29,332,210)	29,332,210	
Net increase before transfers from other plans	8,530,338	70,740,474	79,270,812
Transfers from other plans		44,911	44,911
Net increase	8,530,338	70,785,385	79,315,723
Net assets available for benefits at beginning of year	137,854,856	1,053,707,983	1,191,562,839
Net assets available for benefits at end of year	\$ 146,385,194	\$ 1,124,493,368	\$ 1,270,878,562

See accompanying notes

Stanley Black & Decker Retirement Account Plan

Notes to Financial Statements

December 31, 2012

1. Description of the Plan

The following brief description of the Stanley Black & Decker Retirement Account Plan (formerly the Stanley Account Value Plan) (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions.

Plan Overview

In connection with the merger of The Black & Decker Corporation with and into The Stanley Works, effective March 12, 2010, the Plan was amended and restated in its entirety, effective January 1, 2011, and the name of the Plan was changed from the Stanley Account Value Plan to the Stanley Black & Decker Retirement Account Plan. Effective December 17, 2012, pursuant to the merger of the Employees Profit Sharing Trust of Precision Hardware (Precision Plan), the Plan accepted the transfer of all the assets and liabilities of the Precision Plan. All of these transferred funds were credited to the pertinent individuals' accounts under the Plan. Effective December 17, 2012, pursuant to the sale of the residential hardware and home improvement business of Stanley Black & Decker, Inc. to Spectrum Brands, Inc., certain participants in the Plan who incurred a severance of employment in connection with such sale became fully vested in their accounts under the Plan. In connection with this sale, the Plan was amended to provide for the distribution of vested account balances to affected participants, either in a lump sum payment or pursuant to a direct rollover to an eligible plan, including to the buyer's qualified retirement plan.

The Plan, which operates as a leveraged employee stock ownership plan, is designed to comply with Sections 401(a), 401(k) and 4975(e)(7) of the Internal Revenue Code of 1986, as amended (the Code), and is subject to the applicable provisions of the Employee Retirement Income Security Act of 1974, as amended. The Plan is a defined contribution plan for eligible United States salaried and hourly paid employees of Stanley Black & Decker, Inc. and its U.S. affiliates (the Company). Each individual employed by the Company as a common law employee who is subject to the income tax laws of the United States is covered by the Plan, unless the individual is a leased employee as defined in the Plan, is in a unit of employees listed in Part I of Appendix A of the Plan, or is covered by a collective bargaining agreement with the Company with respect to which retirement benefits were the subject of good faith negotiation and, as a result of such negotiation, the collective bargaining agreement does not provide that the individuals covered by such bargaining agreement are to be covered under the Plan. In addition, an individual employed after November 1, 2004, by an entity that first becomes a wholly-owned (direct or indirect) U.S. subsidiary of Stanley Black & Decker, Inc. after that date is not covered under the Plan during any period in which he or she is employed by the Company, unless the Plan provides for his or her coverage. An individual who is employed by the Company on a temporary assignment from a foreign affiliate is not considered an eligible employee and will not be covered under the Plan during any period for which he or she is eligible to accrue a benefit under a foreign retirement plan that covers employees of the foreign affiliate pursuant to the laws of a country other than the United States. Effective July 1, 2011, an individual who is employed by CRC-Evans Pipeline International, Inc. or Microalloying International, Inc. (each a subsidiary of the Company) and is paid pursuant to a payroll program that is administered outside of the United States is not considered an eligible employee and will not be covered under the Plan. Effective October 1, 2011, an individual whose earnings from the Company are subject to the income tax laws of a possession of the United States that does not apply all of the provisions of the Code that pertain to qualified retirement plans is not considered an eligible employee and will not be covered under the Plan.

Prior to January 1, 2011, subject to certain additional limitations (including a limitation of 7% of compensation for highly compensated employees, as defined under the Plan), participants were permitted to contribute to the Plan, through pre-tax payroll deductions, up to 15% of their compensation, as defined in the Plan. Non-highly compensated employees, as determined under the Plan, had the option of making after-tax contributions to the Plan. Effective January 1, 2011, eligible employees who are not highly compensated (as defined under the Plan), may elect to make before-tax and after-tax contributions under the Plan of up to a total of 25% of pay for a pay period. Under certain circumstances, participants who have attained age 50 are permitted under the Code to make additional pre-tax contributions (catch-up contributions) to the Plan. Highly compensated employees may contribute up to 7% of pay for a pay period, on a pre-tax basis (plus catch-up contributions, if applicable), but may not make after-tax contributions to the Plan. A participant's contributions (including, if applicable, catch-up contributions) and matching allocations are allocated to a Choice Account.

A participant's Choice Account is automatically credited with matching allocations with respect to a payroll cycle equal to 50% of the participant's pre-tax contributions for the payroll cycle credited to such account, taking into account only pre-tax contributions that do not exceed 7% of compensation for the payroll cycle. Therefore, the maximum matching allocation with respect to a participant's pre-tax contributions for a payroll cycle is 3.5% of the participant's compensation for such payroll cycle. Matching allocations with respect to a payroll cycle are allocated to the Choice Account of a participant on whose behalf such allocations are made as soon as practicable after compensation is paid to the participant with respect to the payroll cycle. Catch-up contributions are not eligible for matching allocations.

All amounts which are credited to a participant's Choice Account may be invested as directed by the participant in one or more of the investment funds made available by the Plan administrator. Amounts received by the Plan on behalf of a participant in a direct rollover or a direct transfer from a qualified plan of an entity that has been acquired by the Company may be invested as directed by the Plan administrator until such time as the participant provides investment instructions with respect to such amounts.

The allocations credited to a participant's Choice Account as of a date before July 1, 1998 (other than matching allocations credited after June 30, 1985 and other than a participant's after-tax contributions to the Plan) are guaranteed a cumulative minimum return by the Pension Plan for Hourly Paid Employees of Stanley Black & Decker, Inc. for the period or periods during which they are invested or reinvested in the Company Stock Fund. This guarantee provides that the investment return will not be less than an investment return based on two-year U.S. Treasury notes (but not less than 5% nor greater than 12.5%).

Pursuant to regulatory guidance effective January 1, 2011, the Plan is no longer required to provide annual 55/10 diversification elections to participants who are at least age 55 and have completed ten years of participation, since the Plan complies with the diversification rules under Section 404(c) of the Employee Retirement Income Security Act (ERISA) by providing employees with at least three diversified investment options plus sufficient information to make informed investment decisions.

Choice Account Fund Investments

A participant may direct the investment of the funds credited to his or her Choice Account among certain investment funds made available under the Plan. Investment options available as of December 31, 2012 for Choice Account investments were as follows:

1. BlackRock LifePath® Index Non-Lendable Funds F (Target Retirement Funds)
2. BlackRock Money Market Fund
3. State Street Global Advisors (SSgA) U.S. Intermediate Government/Credit Bond Index Fund Class A
4. Mellon Capital Aggregate Bond Fund
5. SSgA U.S. Inflation Protected Bond Index Fund Class A
6. Mellon Capital S&P 500 Index Fund
7. SSgA U.S. Total Market Index Fund Class A
8. SSgA U.S. Extended Market Index Fund Class A
9. SSgA Global Equity ex-U.S. Index Fund
10. Neuberger Berman Genesis Fund
11. Dodge & Cox International Stock Fund
12. Stanley Black & Decker Stock Fund (Company Stock Fund)

Core Account Allocations (formerly Cornerstone Allocations)

The Plan also provides for separate allocations for certain eligible participants. For Plan years beginning before January 1, 2011, Cornerstone Account allocations were made under the Plan of 3%, 5% or 9% of compensation (depending upon age) and additional Cornerstone Account

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allocations were made on behalf of eligible Plan participants who were covered under The Stanley Works Retirement Plan on January 31, 1998. Effective January 1, 2011, employees who would have been eligible for Cornerstone Account allocations of 3%, 5% or 9% of pay under the terms of the Plan as in effect prior to January 1, 2011, and certain eligible employees of a Black & Decker affiliate (except those represented by collective bargaining agreements or otherwise described in Part II of Appendix A to the Plan) may, instead, receive a Core Account allocation for a Plan year that begins on or after January 1, 2011, regardless of whether they make contributions to the Plan. The Core Account allocation for a Plan year is based on the eligible employee's age on December 31 of the allocation year and is determined in notional, quarterly credits. In order to receive a Core Account allocation credit for a calendar quarter that ends on or after March 31, 2011, an eligible Plan participant must be employed on the last day of such calendar quarter and not be employed in a classification that is excluded from Core Account allocations according to the terms of the Plan. Eligible employees under age 40 on December 31 of the applicable Plan year will receive 2% of

pay; eligible employees age 40 to 54 on December 31 of the applicable Plan year will receive 4% of pay; and eligible employees age 55 or older on December 31 of the applicable Plan year will receive 6% of pay. In addition, Core Transition Benefit Allocations and Additional Core Transition Benefit Allocations are made under the Plan's requirements for five years (2011-2015) for certain employees who were previously eligible for Cornerstone Account allocations of 3%, 5% or 9% of pay, and certain employees who were previously eligible to accrue benefits under specified defined benefit plans. Core Accounts are also credited with any funds previously credited to Cornerstone Accounts.

A participant is not eligible for these separate Core Account allocations if he or she is covered under a collective bargaining agreement which calls for participation in the Plan; eligible to accrue a benefit under the Pension Plan for Hourly Paid Employees of Stanley Black & Decker, Inc.; an employee of Stanley Security Solutions, Inc.; an employee of Stanley Supply & Services, Inc. (other than an employee who was employed by Jensen Tools, Inc. on December 29, 2001); an employee at the Kannapolis, North Carolina distribution center whose employment commences on or after December 1, 2004; an employee of Stanley Access Technologies LLC at Dallas, Texas, Cortland, New York, San Diego, California, or at Denver, Fort Collins or Colorado Springs, Colorado, or at Mandeville, Louisiana, Indianapolis, Indiana, Burnsville, Minnesota, Memphis, Nashville or Knoxville, Tennessee, Jackson, Mississippi, Little Rock, Arkansas, or Salt Lake City, Utah; an employee of Sargent & Greenleaf, Inc.; an employee of Stanley Black & Decker, Inc. at Kentwood, Michigan, including employees whose primary duties are not performed at the Kentwood, Michigan facilities; an employee of National Manufacturing Co. or National Manufacturing Sales Co. whose employment commences on or after January 1, 2007; an employee of Stanley Convergent Security Solutions, Inc., an employee of CRC-Evans Pipeline International, Inc. or Microalloying International, Inc.; an employee of Cribmaster, Inc. (known prior to May 4, 2012, as Winware, Inc.); an employee of InfoLogix, Inc. or InfoLogix Systems Corporation; an employee of Lista International Corporation; or an employee of AeroScout, Inc. A participant who is employed by Stanley Black & Decker, Inc. pursuant to the Executive Chairman Agreement, as defined in the Agreement and Plan of Merger, dated as of November 2, 2009, is excluded from Core Account allocations.

A participant may, at any time, direct the investment of the funds credited to his or her Core Account into one of the Target Retirement Funds made available under the Plan for investment of amounts credited to Core Accounts. A participant may direct that his or her Core Account funds be moved from one Target Retirement Fund to another Target Retirement Fund, provided that all of his or her Core Account funds are invested in the same Target Retirement Fund. If a participant does not direct the investment of new contributions or allocations to his or her Core Account, these funds will automatically be invested in the participant's age appropriate Target Retirement Fund until the participant makes an affirmative election for a different Target Retirement Fund.

Distributions and Vesting

Participants are fully vested in their own contributions and earnings thereon and amounts transferred or rolled over from other qualified plans on their behalf. All participants who are employed on or after January 1, 2002, but are not credited with any hours of service after December 31, 2010, are vested in 100% of the value of the matching allocations made on their behalf once they have completed 3 years of service with no vesting in the matching allocations before completion of 3 years of service. All participants who are employed on or after January 1, 2007, but are not credited with any hours of service after December 31, 2010, are vested in 100% of the value of Core Account allocations made on their behalf once they have completed 3 years of service. Upon the earlier of completion of one year of service or attainment of age 55 while an employee of the Company, a participant who is credited with an hour of service with the Company, on or after January 1, 2011, will become 100% vested in the portion of his or her Choice Account attributable to matching allocations credited after 1986, matching contributions transferred from The Black & Decker Retirement Savings Plan that were made to that plan after 2007, and certain other allocations to a Choice Account made after 1997. Moreover, a participant who is credited with an hour of service on or after January 1, 2011, will become vested in allocations to his or her Core Account, upon the earlier of the date on which the participant completes three years of service or the date on which the participant attains age 55 while an employee of the Company.

Benefits generally are distributed upon retirement, disability, death, or termination of employment. Normally, a lump-sum distribution is made in cash or whole shares of the Company's common stock (hereinafter referred to as Stanley Black & Decker Stock or Common Stock or shares), at the election of the participant, equal to the value of assets in the participant's accounts under the Plan at the time of the distribution. Certain restrictions on transfers of assets to or from the Company Stock Fund, or the receipt of loans, withdrawals, or distributions from the Company Stock Fund, apply to those participants who are subject to Section 16(b) of the Securities and Exchange Act of 1934. Certain transfer restrictions also apply during the quarterly blackout periods enforced by the Company with respect to trading in Stanley Black & Decker Stock by insiders.

During active employment, subject to financial hardship rules or the attainment of age 59 1/2, a participant, subject to certain procedures, may make withdrawals from the vested amounts in his or her Choice Account. Also, a participant whose Choice Account holds funds that were transferred to the Plan on behalf of the participant in a direct transfer from another defined contribution plan sponsored by a business that was acquired by the Company (Acquired Plan) may, under certain circumstances set forth in the Plan, withdraw a portion of such transferred funds held in the participant's Choice Account. A participant may, for any reason, withdraw all or a portion of the amount in the participant's Choice Account that is attributable to any after-tax contributions he or she has made to the Plan. Effective January 1, 2011, a participant may also withdraw all or a portion of the amount that is attributable to any rollover contributions or direct rollovers that have been credited to his or her Choice Account under the Plan.

Notwithstanding the foregoing, a participant who received a hardship withdrawal from the Sonitrol Plan after June 16, 2011, is prohibited from making before-tax or after-tax contributions under the Plan until the expiration of the six-month suspension period that became effective under the Sonitrol Plan with respect to his or her before-tax and after-tax contributions under the Sonitrol Plan at the time of receipt of such hardship withdrawal.

Notes Receivable from Participants

Participants may borrow from their Choice Accounts up to an aggregate amount equal to the lesser of \$50,000 or 50% of the value of their vested interest in such accounts, with a minimum loan of \$1,000. The \$50,000 loan amount limitation is reduced by the participant's highest outstanding balance of loans from the Plan during the 12 months preceding the date the loan is made. Each loan is evidenced by a negotiable promissory note bearing a rate of interest equal to the prime rate, as reported in *The*