

Johnson Controls commences exchange offers for Johnson Controls, Inc. Notes and Tyco International Finance S.A. Notes

Nov 28, 2016

CORK, Ireland, Nov. 28, 2016 /PRNewswire/ -- Johnson Controls (NYSE:JCI) announced today that it has commenced offers to exchange all validly tendered and accepted notes of the following series issued by Johnson Controls, Inc. ("JCI Inc.") or Tyco International Finance S.A. ("TIFSA"), as applicable, each of which is a wholly owned indirect subsidiary of Johnson Controls, for new notes to be issued by Johnson Controls International plc as described in the table below (the "New Notes"). A registration statement on Form S-4 (the "registration statement") relating to the issuance of the New Notes was filed with the Securities and Exchange Commission ("SEC") on Nov. 28, 2016 but has not yet been declared effective.

Aggregate Principal Amount (mm)	Series of Notes	CUSIP No./ISIN	Series of New Notes Issued by Johnson Controls	Exchange		Early	Total	
	Issued by JCI Inc. or TIFSA			Consideration ⁽¹⁾⁽²⁾		Participation	Consideration ⁽¹⁾⁽²⁾⁽³⁾	
	Exchanged ("existing notes")					Premium ⁽¹⁾⁽²⁾		
				New Notes (principal amount)	Cash	New Notes (principal amount)	New Notes (principal amount)	Cash
Existing notes issued by JCI Inc.								
\$45.896	2.355% Senior Notes due 2017	478373AA1/ US478373AA13	2.355% Senior Notes due 2017	\$970	\$1	\$30	\$1,000	\$1
\$150	7.125% Notes Due July 15, 2017	478366AG2/ US478366AG24	7.125% Notes Due July 15, 2017	\$970	\$1	\$30	\$1,000	\$1
\$300	1.400% Senior Notes due 2017	478373AB9/ US478373AB95	1.400% Senior Notes due 2017	\$970	\$1	\$30	\$1,000	\$1
\$500	5.000% Senior Notes due 2020	478366AU1/ US478366AU18	5.000% Senior Notes due 2020	\$970	\$1	\$30	\$1,000	\$1
\$500	4.25% Senior Notes due 2021	478366AX5/ US478366AX56	4.25% Senior Notes due 2021	\$970	\$1	\$30	\$1,000	\$1
\$450	3.750% Senior Notes due 2021	478366BA4/ US478366BA45	3.750% Senior Notes due 2021	\$970	\$1	\$30	\$1,000	\$1
\$500	3.625% Senior Notes due 2024	478373AC7/ US478373AC78	3.625% Senior Notes due 2024	\$970	\$1	\$30	\$1,000	\$1
\$400	6.000% Notes due 2036	478366AN7/ US478366AN74	6.000% Notes due 2036	\$970	\$1	\$30	\$1,000	\$1

\$300	5.70% Senior Notes due 2041	478366AW7/ US478366AW73	5.70% Senior Notes due 2041	\$970	\$1	\$30	\$1,000	\$1
\$250	5.250% Senior Notes due 2041	478366BB2/ US478366BB28	5.250% Senior Notes due 2041	\$970	\$1	\$30	\$1,000	\$1
\$450	4.625% Senior Notes due 2044	478373AD5/ US478373AD51	4.625% Senior Notes due 2044	\$970	\$1	\$30	\$1,000	\$1
\$125	6.950% Debentures due December 1, 2045	478366AF4/ US478366AF41	6.950% Debentures due December 1, 2045	\$970	\$1	\$30	\$1,000	\$1
\$450	4.950% Senior Notes due 2064	478373AE3/ US478373AE35	4.950% Senior Notes due 2064	\$970	\$1	\$30	\$1,000	\$1

Existing notes issued by TIFSA

\$67.08	3.750% Notes due 2018	902118BP2/ US902118BP22	3.750% Notes due 2018	\$970	\$1	\$30	\$1,000	\$1
\$42.166	4.625% Notes due 2023	902118BQ0/ US902118BQ05	4.625% Notes due 2023	\$970	\$1	\$30	\$1,000	\$1
€500	1.375% Notes due 2025 (the "TIFSA Euro Notes")	902118BR8/ XS1195465676	1.375% Notes due 2025	€970	€1	€30	€1,000	€1
\$750	3.900% Notes due 2026	902118BS6/ US902118BS60	3.900% Notes due 2026	\$970	\$1	\$30	\$1,000	\$1
\$750	5.125% Notes due 2045	902118BT4/ US902118BT44	5.125% Notes due 2045	\$970	\$1	\$30	\$1,000	\$1

(1) Consideration, representing principal amount of New Notes, per \$1,000 principal amount of existing notes (or per €1,000 principal amount of TIFSA Euro Notes) validly tendered, subject to any rounding as described herein.

(2) The term "New Notes" refers to the series of new notes corresponding to the series of existing notes of like tenor and coupon.

(3) Includes the early participation premium for existing notes validly tendered before the early consent date (as described in the prospectus (as defined below)) and not validly withdrawn.

In connection with the exchange offers, Johnson Controls is also soliciting consents from holders of the existing notes to amend (the "proposed amendments") the indentures governing the existing notes to eliminate various covenants, event of default provisions and other provisions under the applicable indentures and existing notes, and, with respect to the existing notes issued by TIFSA, release certain guarantees by Johnson Controls and one of its wholly owned subsidiaries. If the proposed amendments are adopted for any series, the existing notes of that series will be governed by the applicable amended indenture, which will have less restrictive terms and afford reduced protections to the holders of those securities compared to those currently in such indenture or those applicable to the New Notes to be issued by Johnson Controls.

In order for the proposed amendments to the indentures governing the existing notes to be adopted with respect to a series of existing notes, holders of a majority in aggregate principal amount of the outstanding notes of such series must consent to

them.

The exchange offers and consent solicitations (together, the "exchange offers") will commence on Nov. 28, 2016 and expire at 11:59 p.m., New York City time, on Dec. 23, 2016, unless extended or terminated. In exchange for each \$1,000 (or €1,000 in the case of the TIFSA Euro Notes) principal amount of the existing notes that is validly tendered prior to 5:00 p.m., New York City time, on Dec. 9, 2016 and not validly withdrawn, holders will receive the amounts set out in the table above under the "total consideration" column, which consists of \$1,000 (or €1,000 in the case of the TIFSA Euro Notes) principal amount of the New Notes and a cash amount of \$1 (or €1 in the case of the TIFSA Euro Notes). The total consideration includes the early participation premium set out in the table above. In exchange for each \$1,000 (or €1,000 in the case of the TIFSA Euro Notes) principal amount of existing notes that is validly tendered after 5:00 p.m., New York City time on Dec. 9, 2016 but on or before 11:59 p.m., New York City time on Dec. 23, 2016 and not validly withdrawn, holders will receive only the amounts set out in the table above under the "exchange consideration," column, which is equal to the total consideration less the early participation premium and so consists of \$970 (or €970 in the case of the TIFSA Euro Notes) principal amount of the New Notes and a cash amount of \$1 (or €1 in the case of the TIFSA Euro Notes).

Each New Note will accrue interest at the same annual interest rate, have the same currency, maturity, interest rates and interest payment dates as the applicable series of existing notes. The New Notes will be unsecured, unsubordinated obligations of Johnson Controls, will rank equally in right of payment with all other existing and future unsubordinated indebtedness and other obligations of Johnson Controls and will be effectively subordinated in right of payment to all existing and future secured indebtedness and other obligations of Johnson Controls (to the extent of the value of the collateral securing such obligations). The New Notes will also be structurally subordinated to all obligations of the subsidiaries of Johnson Controls with respect to the assets of such subsidiaries (including JCI Inc., TIFSA and their respective subsidiaries), other than any subsidiaries that may guarantee the New Notes in the future.

The Joint Lead Dealer Managers for the exchange offers are:

BofA Merrill Lynch

Attn: Liability Management Group

214 North Tryon Street, 14th Floor

Charlotte, North Carolina 28255

Toll-Free: (888) 292-0070

Collect: (980) 683-3215

Citigroup Global Markets Inc.

Attn: Liability Management Group

390 Greenwich Street, 1st Floor

New York, New York 10013

Toll-Free: (800) 558-3745

Collect: (212) 723-6106

The exchange agent and information agent for the exchange offers is:

D.F. King & Co., Inc.

In New York:

48 Wall Street, 22nd Floor

New York, New York 10005

Attn: Peter Aymar

Bank and Brokers Call Collect: (212) 269-5550

All Others, Please Call Toll-Free: (866) 416-0576

In London:

125 Wood Street

London EC2V 7AN

United Kingdom

Telephone: +44 20 7920 9700

Email: jci@dfking.com

Website: www.dfking.com/jci

The exchange offers are being made pursuant to the terms and conditions set forth in Johnson Controls' preliminary prospectus, dated as of Nov. 28, 2016 (the "prospectus"), which forms a part of the registration statement. Subject to the terms and conditions of the exchange offers, JCI Inc. and TIFSA intend to enter into the supplemental indentures promptly upon the later of (i) the receipt of the consent of the holders of at least a majority in aggregate principal amount for the applicable series of existing notes and (ii) 5:00 p.m., New York City time on Dec. 9, 2016. Tendered existing notes may be validly withdrawn at any time prior to the expiration of the exchange offers. Consents may be revoked at any time until the supplemental indenture for the applicable series of notes is executed, but may not be revoked after the supplemental indenture is executed.

The consummation of the exchange offers is subject to, and conditional upon, the satisfaction or, where permitted, waiver of the conditions discussed in the prospectus, including, among other things, the receipt of valid consents to the proposed amendments from the holders of at least a majority of the outstanding aggregate principal amount of each series of existing

notes and the registration statement having been declared effective by the SEC.

About Johnson Controls:

Johnson Controls is a global diversified technology and multi industrial leader serving a wide range of customers in more than 150 countries. Our 135,000 employees create intelligent buildings, efficient energy solutions, integrated infrastructure and next generation transportation systems that work seamlessly together to deliver on the promise of smart cities and communities. Our commitment to sustainability dates back to our roots in 1885, with the invention of the first electric room thermostat. We are committed to helping our customers win and creating greater value for all of our stakeholders through strategic focus on our buildings and energy growth platforms.

This press release shall not constitute an offer to sell, or a solicitation of an offer to buy, any of the securities described herein and is also not a solicitation of the related consents. The exchange offers may be made only pursuant to the terms and conditions of the prospectus and the other related materials. The registration statement relating to the new notes has been filed with the SEC but has not yet become effective. The new notes may not be sold, nor may offers to buy be accepted, prior to the time the registration statement is declared effective by the SEC.

Johnson Controls International plc Cautionary Statement Regarding Forward-Looking Statements

Johnson Controls International plc has made statements in this communication that are forward-looking and therefore are subject to risks and uncertainties. All statements in this document other than statements of historical fact are, or could be, "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Words such as "may," "will," "expect," "intend," "estimate," "anticipate," "believe," "should," "forecast," "project" or "plan" and terms of similar meaning are also generally intended to identify forward-looking statements. However, the absence of these words does not mean that a statement is not forward-looking. Johnson Controls cautions that these statements are subject to numerous important risks, uncertainties, assumptions and other factors, some of which are beyond Johnson Controls' control, that could cause Johnson Controls' actual results to differ materially from those expressed or implied by such forward-looking statements. Detailed discussions of risks related to Johnson Controls' business and the exchange offers are included in the section entitled "Risk Factors" in Johnson Controls International plc's Annual Report on Form 10-K for the 2016 fiscal year filed with the SEC on Nov. 23, 2016 and in the section entitled "Risk Factors" in the registration statement, respectively, each of which is available at www.sec.gov. Noteholders, potential investors and others should consider these factors in evaluating the forward-looking statements and should not place undue reliance on such statements. The forward-looking statements included in this communication are made only as of the date of this document, unless otherwise specified, and, except as required by law, Johnson Controls assumes no obligation, and disclaims any obligation, to update such statements to reflect events or circumstances occurring after the date of this communication.

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