

EMERSON ELECTRIC CO  
Form 8-K  
November 06, 2012

**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): November 6, 2012

Emerson Electric Co.

(Exact Name of Registrant as Specified in Charter)

Missouri      1-278      43-0259330

(State or Other (Commission (I.R.S. Employer  
Jurisdiction of File Number) Identification Number)  
Incorporation)

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8000 West Florissant Avenue  
St. Louis, Missouri

63136

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code:

(314) 553-2000

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 2.02 Results of Operations and Financial Condition.**

Quarterly Results Press Release

On Tuesday, November 6, 2012, a press release was issued regarding the fourth quarter and fiscal 2012 results of Emerson Electric Co. (the “Company”). A copy of this press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

References to orders in the press release refer to the Company’s trailing three-month average orders growth versus the prior year, excluding acquisitions and divestitures.

Non-GAAP Financial Measures

The press release contains non-GAAP financial measures as such term is defined in Regulation G under the rules of the Securities and Exchange Commission. While the Company believes these non-GAAP financial measures are useful in evaluating the Company, this information should be considered as supplemental in nature and not as a substitute for or superior to the related financial information prepared in accordance with GAAP. Further, these non-GAAP financial measures may differ from similarly titled measures presented by other companies. The reasons management believes that these non-GAAP financial measures provide useful information are set forth below and in the Company’s most recent Form 10-K filed with the Securities and Exchange Commission.

The press release includes earnings and earnings per share excluding impairment charges to provide additional insight into the underlying, ongoing operating performance of the Company and facilitate period-to-period comparisons by excluding the earnings impact of these items. Given the nature of these items, management believes that presenting earnings and earnings per share excluding them is more representative of the Company’s operational performance and may be more useful for investors. Earnings and earnings per share excluding impairment charges should be viewed in addition to, and not as alternatives to, earnings and earnings per share determined in accordance with U.S. GAAP.

The press release also includes EBIT (defined as earnings before deductions for interest expense, net and income taxes) and EBIT margin (defined as EBIT divided by net sales) which are commonly used financial measures that exclude the impact of financing on the capital structure and income taxes, and are utilized by management to evaluate performance. EBIT and EBIT margin should be viewed in addition to, and not as alternatives to, pretax earnings and pretax profit margin determined in accordance with U.S. GAAP.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description of Exhibits
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99.1	Emerson's November 6, 2012 Press Release announcing its fourth quarter and fiscal 2012 results.
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SIGNATURE

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.

EMERSON ELECTRIC CO.  
(Registrant)

Date: November 6, 2012 By: /s/ John G. Shively  
John G. Shively

Assistant General Counsel and

Assistant Secretary

EXHIBIT INDEX

Exhibit Number Description of Exhibits

99.1 Emerson's November 6, 2012 Press Release announcing its fourth quarter and fiscal 2012 results.