

SECURITIES & EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
SECURITIES EXCHANGE ACT OF 1934

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Date of Report (Date of earliest event reported):

February 20, 2015

McCormick & Company, Incorporated  
(Exact name of registrant as specified in its charter)

Maryland  
(State or other jurisdiction  
of incorporation)

001-14920  
(Commission  
File Number)

52-0408290  
(IRS Employer  
Identification No.)

18 Loveton Circle  
Sparks, Maryland  
(Address of principal executive offices)

21152  
(Zip Code)

Registrant's telephone number, including area code: (410) 771-7301

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 (see General Instruction A.2. below):

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 7.01 Regulation FD Disclosure.

The following information is being furnished under Item 7.01 of Form 8-K: Press Release, dated February 20, 2015 announcing the Registrant's purchase of Drogheria & Alimentari. Furnished with this Form 8-K as Exhibit 99.1 is a copy of the press release labeled "McCormick Enters Agreement to Acquire Drogheria & Alimentari, a Leader in Spices and Seasonings in Italy."

The information in this Item 7.01, including Exhibit 99.1 attached hereto, (i) is furnished pursuant to Item 7.01 and shall not be deemed "filed" for any purpose; and (ii) shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, regardless of any general incorporation language in such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibit to this report is listed in Item 7.01 above and in the Exhibit Index that follows the signature line.

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.

Date: February 20, 2015    McCORMICK & COMPANY, INCORPORATED

By: /s/ Jeffery D. Schwartz  
Jeffery D. Schwartz  
Vice President, General Counsel & Secretary

Exhibit Index

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Copy of the press release labeled "McCormick Enters Agreement to Acquire Drogheria & Alimentari, a Leader in Spices and Seasonings in Italy"



# News Release

FOR IMMEDIATE RELEASE

## **McCormick Enters Agreement to Acquire Drogheria & Alimentari, A Leader in Spices and Seasonings in Italy**

SPARKS, Md., February 20, 2015 - McCormick & Company, Incorporated (NYSE:MKC), a global leader in flavor, today announced that it has signed an agreement to purchase 100% of the shares of Drogheria & Alimentari (D&A), a privately held company based in Italy.

- D&A is a leader in spices and seasonings in Italy. Annual sales are approximately €50 million (\$57 million U.S. dollars), with 80% in Italy and 20% exported to 60 other countries.
- McCormick has agreed to acquire the business for approximately €85 million (\$97 million U.S. dollars). The purchase price consists of a cash payment of approximately €50 million and a potential earn out payment in 2018 of up to €35 million based upon the performance of the business.
- The addition of the D&A business extends McCormick's presence in Europe with a strong foothold in Italy.

Alan Wilson, Chairman & CEO of McCormick stated, "We are pleased to expand our portfolio of leading brands around the world with the addition of Drogheria & Alimentari. As a supplier of both brand and private label products, D&A has approximately one third of the spice and seasoning category in Italy and exports its products to 60 other countries. We anticipate strong growth for these premium products, particularly in the U.S. and key international markets where consumers are seeking unique and authentic ethnic flavors. The owners and employees of D&A have built a great business and we look forward to working with them to achieve continued success."

Malcolm Swift, President McCormick Europe, Middle East and Africa (EMEA) added, "This acquisition complements McCormick's strong brands across EMEA and expands McCormick's current spice and seasoning leadership in Europe with a sizable footprint in Italy. In addition, there is a strong fit between McCormick, a recognized flavor leader in the region, and Drogheria & Alimentari, which has a reputation for high quality products and professionalism."

Founded in 1880, D&A has approximately 120 employees and a modern manufacturing facility located in Florence, Italy. McCormick expects to work with the current owners of the business and to grow sales of D&A products at a mid-single digit rate.

The purchase price for D&A is approximately €85 million (approximately \$97 million U.S. dollars) subject to certain closing adjustments. The completion of the agreement is expected to occur in May 2015, subject to regulatory approval. Based on the initial cash payment of approximately €50 million, the transaction multiple is expected to be approximately 9 times EBITDA (earnings before interest, tax, depreciation and amortization). Due to the estimated impact of transaction and integration costs, McCormick expects no earnings per share impact in 2015. In 2016, McCormick expects the acquisition to be fully accretive, excluding any net increase in fair value of the potential earn-out payment.

## Forward-looking Information

Certain information contained in this release, including statements concerning expected performance such as those relating to net sales, earnings, cost savings, acquisitions and brand marketing support, are “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934. These statements may be identified by the use of words such as “may,” “will,” “expect,” “should,” “anticipate,” “intend,” “believe” and “plan.” These statements may relate to: the expected results of operations of businesses acquired by the company, the expected impact of raw material costs and pricing actions on the company’s results of operations and gross margins, the expected productivity and working capital improvements, expectations regarding growth potential in various geographies and markets, expected trends in net sales and earnings performance and other financial measures, the expectations of pension and postretirement plan contributions and anticipated charges associated with such plans, the holding period and market risks associated with financial instruments, the impact of foreign exchange fluctuations, the adequacy of internally generated funds and existing sources of liquidity, such as the availability of bank financing, the ability to issue additional debt or equity securities and expectations regarding purchasing shares of McCormick’s common stock under the existing authorizations.

These and other forward-looking statements are based on management’s current views and assumptions and involve risks and uncertainties that could significantly affect expected results. Results may be materially affected by factors such as: damage to the company’s reputation or brand name; loss of brand relevance; increased private label use; product quality, labeling, or safety concerns; negative publicity about our products; business interruptions due to natural disasters or unexpected events; actions by, and the financial condition of, competitors and customers; the company’s ability to achieve expected and/or needed cost savings or margin improvements; negative employee relations; the successful acquisition and integration of new businesses; issues affecting the company’s supply chain and raw materials, including fluctuations in the cost and availability of raw and packaging materials; government regulation, and changes in legal and regulatory requirements and enforcement practices; global economic and financial conditions generally, including the availability of financing, and interest and inflation rates; the investment return on retirement plan assets, and the costs associated with pension obligations; foreign currency fluctuations; the stability of credit and capital markets; risks associated with the company’s information technology systems, the threat of data breaches and cyber attacks; volatility in the effective tax rate; impact of climate change on raw materials; infringement of intellectual property rights, and those of customers; litigation, legal and administrative proceedings; and other risks described in the company’s filings with the Securities and Exchange Commission.

Actual results could differ materially from those projected in the forward-looking statements. The company undertakes no obligation to update or revise publicly, any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by law.

## About McCormick

McCormick & Company, Incorporated is a global leader in flavor. With \$4.2 billion in annual sales, the company manufactures, markets and distributes spices, seasoning mixes, condiments and other flavorful products to the entire food industry – retail outlets, food manufacturers and foodservice businesses. Every day, no matter where or what you eat, you can enjoy food flavored by McCormick. *McCormick Brings Passion to Flavor*<sup>™</sup>.

For more information, visit [www.mccormickcorporation.com](http://www.mccormickcorporation.com).

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