
**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): **October 5, 2017**

3M Company

(Exact name of registrant as specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

1-3285
(Commission File Number)

41-0417775
(I.R.S. Employer
Identification No.)

3M Center, St. Paul, Minnesota
(Address of Principal Executive Offices)

55144-1000
(Zip Code)

Registrant's telephone number, including area code: **(651) 733-1110**

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure

On October 5, 2017, 3M Company (the "Company") issued a press release (the "Early Results Press Release") announcing the early tender results of its previously announced offers to purchase for cash up to \$400,000,000 aggregate principal amount of its 6³/₈% Debentures due 2028 and 5.70% Notes due 2037 (the "Tender Offers"). The Company also announced that it has exercised its option to have an early settlement date on October 6, 2017.

Additionally, on October 5, 2017, the Company issued a press release (the "Pricing Press Release") announcing the pricing terms of the Tender Offers.

A copy of the Early Results Press Release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. A copy of the Pricing Press Release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

The information set forth in this Item 7.01, including Exhibits 99.1 and 99.2, is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act") or otherwise subject to the liabilities of that Section. The information in this Item 7.01, including Exhibits 99.1 and 99.2, shall not be incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, or the Exchange Act except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Early Results Press Release, dated October 5, 2017.
99.2	Pricing Press Release, dated October 5, 2017.

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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, thereunto duly authorized.

Date: October 6, 2017

3M Company

By: /s/ Gregg M. Larson
Gregg M. Larson,
Deputy General Counsel and Secretary

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3M Company Announces Early Results of Its Cash Tender Offers and Early Settlement

ST. PAUL, Minn. — (Oct. 5, 2017)— 3M Company (“3M”) (NYSE: MMM) today announced the early tender results of its previously announced tender offers to purchase for cash up to \$400,000,000 aggregate principal amount of its 5.70 percent notes due 2037 and 6³/₈ percent debentures due 2028 (each, an “offer,” and collectively, the “offers”). The terms and conditions of the offers are set forth in 3M’s Offer to Purchase dated Sept. 21, 2017 (the “offer to purchase”). Capitalized terms used but not defined herein have the meanings ascribed to them in the offer to purchase.

The aggregate principal amount of each series of notes validly tendered and not validly withdrawn in the offers (each series, a “series of notes,” and such notes, collectively, the “notes”) at or prior to 5 p.m., New York City time, on Oct. 4, 2017 (the “early tender deadline”), as reported by the tender agent and information agent, is set forth in the column entitled “aggregate principal amount tendered and accepted” in the table below. 3M also announced that it has exercised its option to have an early settlement date on Oct. 6, 2017.

The Notes	CUSIP Numbers	Aggregate Principal Amount Outstanding	Acceptance Priority Level	Reference Security	Bloomberg Reference Page	Fixed Spread (bps)	Aggregate Principal Amount Tendered and Accepted
5.70% Notes due 2037	88579EAC9, US88579EAC93	\$ 750,000,000	1	3.000% due 5/15/2047	PX1	+50	\$ 194,719,000
6 ³ / ₈ % Debentures due 2028	604059AE5, US604059AE52	\$ 330,000,000	2	2.250% due 8/15/2027	PX1	+60	\$ 110,193,000

Subject to the terms and conditions of the offers, holders or beneficial owners (“holders”) of notes who validly tendered and did not validly withdraw their notes at or prior to the early tender deadline, and whose notes are accepted for purchase by 3M, are eligible to receive consideration, per \$1,000 principal amount, equal to the applicable total consideration for such series of notes. The total consideration will be determined in the manner described in the offer to purchase by reference to the applicable fixed spread for such series of notes set forth in the column entitled “fixed spread” in the table above, over the applicable yield based on the bid side price of the U.S. Treasury Security set forth for such series of notes in the column entitled “reference security” in the table above, as calculated by the dealer manager (as defined below) at 11 a.m., New York City Time, on Oct. 5, 2017. The total consideration includes an early tender premium equal to \$50 per \$1,000 principal amount of such series of notes accepted for purchase.

The withdrawal deadline of 5 p.m., New York City Time, on Oct. 4, 2017, has passed and the notes tendered pursuant to the offers may no longer validly be withdrawn, subject to applicable law.

The offers will expire at midnight, New York City time, at the end of Oct. 19, 2017, unless extended or earlier terminated.

3M’s obligation to accept for purchase, and to pay for, notes that are validly tendered and not validly withdrawn pursuant to the offers is conditioned on the satisfaction or waiver by 3M of a number of conditions. 3M may amend, extend or, subject to certain conditions and applicable law, terminate any or all of the offers at any time in its sole discretion.

J.P. Morgan Securities LLC is acting as dealer manager (the “dealer manager”) and D.F. King & Co., Inc. is acting as the tender agent and information agent for the offers. Requests for documents may be directed to D.F. King & Co., Inc. at (800) 330-5897 (toll free) or (212) 269-5550 (banks and brokers). Questions regarding the offers may be directed to J.P. Morgan Securities LLC at (866) 834-4666 (toll free) or (212) 834-3260 (collect). Copies of the offer to purchase, along with any amendments and supplements thereto, may be obtained for free at www.dfking.com/mmm.

This announcement is for informational purposes only and is not an offer to purchase or sell or a solicitation of an offer to purchase or sell, with respect to any securities. The offers to purchase the notes are only being made pursuant to the terms of the offer to purchase. The offers are not being made in any state or jurisdiction in which such offers would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. None of 3M, the dealer manager or the tender agent and information agent is making any recommendation as to whether or not holders should tender their notes in connection with the offers.

Forward-Looking Statements

This news release contains forward-looking information about 3M’s financial results and estimates and business prospects that involve substantial risks and uncertainties. You can identify these statements by the use of words such as “anticipate,” “estimate,” “expect,” “aim,” “project,” “intend,” “plan,” “believe,” “will,” “should,” “could,” “target,” “forecast” and other words and terms of similar meaning in connection with any discussion of future operating or financial performance or business plans or prospects. Among the factors that could cause actual results to differ materially are the following: (1) worldwide economic, political, and capital markets conditions and other factors beyond 3M’s control, including natural and other disasters or climate change affecting the operations of 3M or its customers and suppliers; (2) the 3M’s credit ratings and its cost of capital; (3) competitive conditions and customer preferences; (4) foreign currency exchange rates and fluctuations in those rates; (5) the timing and market acceptance of new product offerings; (6) the availability and cost of purchased components, compounds, raw materials and energy (including oil and natural gas and their derivatives) due to shortages, increased demand or supply interruptions (including those caused by natural and other disasters and other events); (7) the impact of acquisitions, strategic alliances, divestitures, and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring; (8) generating fewer productivity improvements than estimated; (9) unanticipated problems or delays with the phased implementation of a global enterprise resource planning (ERP) system, or security breaches and other disruptions to the 3M’s information technology infrastructure; (10) financial market risks that may affect 3M’s funding obligations under defined benefit pension and postretirement plans; and (11) legal proceedings, including significant developments that could occur in the legal and regulatory proceedings described in the 3M’s Annual Report on Form 10-K for the year ended Dec. 31, 2016, and any subsequent quarterly reports on Form 10-Q (the “Reports”). Changes in such assumptions or factors could produce significantly different results. A further description of these factors is located in the Reports under “Cautionary Note Concerning Factors That May Affect Future Results” and “Risk Factors” in Part I, Items 1 and 1A (Annual Report) and in Part I, Item 2 and Part II, Item 1A (Quarterly Reports). The information contained in this news release is as of the date indicated. 3M assumes no obligation to update any forward-looking

statements contained in this news release as a result of new information or future events or developments.

About 3M

At 3M, we apply science in collaborative ways to improve lives daily. With \$30 billion in sales, our 90,000 employees connect with customers all around the world. Learn more about 3M’s creative solutions to the world’s problems at www.3M.com or on Twitter @3M or @3MNews.

Media Contact:

Lori Anderson, 651-733-0831

Investor Contact:
Bruce Jermeland, 651-733-1807

3M Company Announces Pricing of Its Cash Tender Offers

ST. PAUL, Minn. — (Oct. 5, 2017)— 3M Company (“3M”) (NYSE: MMM) today announced the pricing of its previously announced tender offers to purchase for cash up to \$400,000,000 aggregate principal amount of its 5.70 percent notes due 2037 and 6 ³/₈ percent debentures due 2028 (each, an “offer,” and collectively, the “offers”). The terms and conditions of the offers are set forth in 3M’s offer to purchase dated Sept. 21, 2017 (the “offer to purchase”). Capitalized terms used but not defined herein have the meanings ascribed to them in the offer to purchase.

Holders (as defined below) of each series of notes who validly tendered and did not validly withdraw in the offers (each series, a “series of notes,” and such notes, collectively, the “notes”) at or prior to 5 p.m., New York City time, on Oct. 4, 2017 (the “early tender deadline”), as reported by the tender agent and information agent, and whose notes were accepted for purchase by 3M, are eligible to receive the total consideration set forth in the column “total consideration” in the table below. Holders of notes who validly tender and do not validly withdraw in the offers after the early tender deadline and at or prior to the expiration date (as defined below), as reported by the tender agent and information agent, and whose notes are accepted for purchase by 3M, will be eligible to receive the tender consideration set forth in the column “tender consideration” in the table below.

The Notes	CUSIP Numbers	Aggregate Principal Amount Outstanding	Acceptance Priority Level	Reference Security	Reference Yield	Bloomberg Reference Page	Fixed Spread (bps)	Total Consideration(1)(2)	Tender Consideration(3)
5.70% Notes due 2037	88579EAC9, US88579EAC93	\$ 750,000,000	1	3.000% due 5/15/2047	2.886%	PX1	+50	\$ 1,327.60	\$ 1,277.60
6 ³ / ₈ % Debentures due 2028	604059AE5, US604059AE52	\$ 330,000,000	2	2.250% due 8/15/2027	2.346%	PX1	+60	\$ 1,304.15	\$ 1,254.15

- (1) Per \$1,000 principal amount of notes validly tendered and not validly withdrawn and accepted for purchase in the applicable offer at or prior to the early tender deadline; included in the applicable total consideration for such series of notes.
- (2) Includes the early tender premium (as defined below) per \$1,000 principal amount of notes for each series of notes as set forth in this table.
- (3) Per \$1,000 principal amount of notes validly tendered and not validly withdrawn and accepted for purchase in the applicable offer after the early tender deadline and at or prior to the expiration date; included in the applicable tender consideration for such series of notes.

Subject to the terms and conditions of the offers, holders or beneficial owners (“holders”) of notes who validly tendered and did not validly withdraw their notes at or prior to the early tender deadline, and whose notes are accepted for purchase by 3M, are eligible to receive consideration, per \$1,000 principal amount, equal to the applicable total consideration for such series of notes. The total consideration has been determined in the manner described in the offer to purchase by reference to the applicable fixed spread for such series of notes set forth in the column entitled “fixed spread” in the table above, over the applicable yield based on the bid side price of the U.S. Treasury Security set forth for such series of notes in the column entitled “reference security” in the table above, as calculated by the dealer manager (as defined below) at 11 a.m., New York City Time, on Oct. 5, 2017. The total consideration includes an early tender premium equal to \$50 per \$1,000 principal amount of such series of notes accepted for purchase (the “early tender premium”). Subject to the terms and conditions of the offers, holders who validly tender and do not validly withdraw their notes after the early tender deadline and at or prior to the expiration date, and whose notes are accepted for purchase by 3M, are eligible to receive consideration, per \$1,000 principal amount, equal to the tender consideration for such series of

notes. The tender consideration is equal to the applicable total consideration less the applicable early tender premium for such series of notes.

The withdrawal deadline of 5 p.m., New York City Time, on Oct. 4, 2017, has passed and the notes tendered pursuant to the offers may no longer validly be withdrawn, subject to applicable law.

The offers will expire at midnight, New York City time, at the end of Oct. 19, 2017, unless extended or earlier terminated (such time and date, as the same may be extended with respect to one or more series of notes, the “expiration date”).

3M’s obligation to accept for purchase, and to pay for, notes that are validly tendered and not validly withdrawn pursuant to the offers is conditioned on the satisfaction or waiver by 3M of a number of conditions. 3M may amend, extend or, subject to certain conditions and applicable law, terminate any or all of the offers at any time in its sole discretion.

J.P. Morgan Securities LLC is acting as dealer manager (the “dealer manager”) and D.F. King & Co., Inc. is acting as the tender agent and information agent for the offers. Requests for documents may be directed to D.F. King & Co., Inc. at (800) 330-5897 (toll free) or (212) 269-5550 (banks and brokers). Questions regarding the offers may be directed to J.P. Morgan Securities LLC at (866) 834-4666 (toll free) or (212) 834-3260 (collect). Copies of the offer to purchase, along with any amendments and supplements thereto, may be obtained for free at www.dfking.com/mmm.

This announcement is for informational purposes only and is not an offer to purchase or sell or a solicitation of an offer to purchase or sell, with respect to any securities. The offers to purchase the notes are only being made pursuant to the terms of the offer to purchase. The offers are not being made in any state or jurisdiction in which such offers would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. None of 3M, the dealer manager or the tender agent and information agent is making any recommendation as to whether or not holders should tender their notes in connection with the offers.

Forward-Looking Statements

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shortages, increased demand or supply interruptions (including those caused by natural and other disasters and other events); (7) the impact of acquisitions, strategic alliances, divestitures, and other unusual events resulting from portfolio management actions and other evolving business strategies, and possible organizational restructuring; (8) generating fewer productivity improvements than estimated; (9) unanticipated problems or delays with the phased implementation of a global enterprise resource planning (ERP) system, or security breaches and other disruptions to the 3M’s information technology infrastructure; (10) financial market risks that may affect 3M’s funding obligations under defined benefit pension and postretirement plans; and (11) legal proceedings, including significant developments that could occur in the legal and regulatory

proceedings described in the 3M's Annual Report on Form 10-K for the year ended Dec. 31, 2016, and any subsequent quarterly reports on Form 10-Q (the "Reports"). Changes in such assumptions or factors could produce significantly different results. A further description of these factors is located in the Reports under "Cautionary Note Concerning Factors That May Affect Future Results" and "Risk Factors" in Part I, Items 1 and 1A (Annual Report) and in Part I, Item 2 and Part II, Item 1A (Quarterly Reports). The information contained in this news release is as of the date indicated. 3M assumes no obligation to update any forward-looking statements contained in this news release as a result of new information or future events or developments.

About 3M

At 3M, we apply science in collaborative ways to improve lives daily. With \$30 billion in sales, our 90,000 employees connect with customers all around the world. Learn more about 3M's creative solutions to the world's problems at www.3M.com or on Twitter [@3M](https://twitter.com/3M) or [@3MNews](https://twitter.com/3MNews).

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