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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d)**  
**of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): February 2, 2018**

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**HUBBELL INCORPORATED**

(Exact name of registrant as specified in its charter)

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**CONNECTICUT**  
(State or other  
jurisdiction of incorporation)

**1-2958**  
(Commission  
File Number)

**06-0397030**  
(IRS Employer  
Identification No.)

**40 Waterview Drive**  
**Shelton, Connecticut**  
(Address of principal executive offices)

**06484**  
(Zip Code)

**Registrant's telephone number, including area code: (475) 882-4000**

**N/A**  
(Former name or former address, if changed since last report.)

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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))

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

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. ☐

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**ITEM 1.02. Termination of a Material Definitive Agreement.**

On February 2, 2018, in connection with the Merger (as defined below), Hubbell Incorporated (the “Company”) terminated all commitments under its existing \$750 million five-year revolving credit agreement, dated as of December 16, 2015, among the Company, Hubbell Power Holdings S.à r.l., Harvey Hubbell Holdings S.à r.l., the lenders party thereto and JPMorgan Chase Bank, N.A., as administrative agent.

**ITEM 2.01. Completion of Acquisition or Disposition of Assets.**

On February 2, 2018, Company, completed its previously announced acquisition of Meter Readings Holding Group, LLC (“Aclara”) pursuant to that certain Agreement and Plan of Merger (the “Merger Agreement”), dated as of December 22, 2017, by and among Aclara, Hubbell Power Systems, Inc., a wholly owned subsidiary of the Company, Yellow Merger Sub, Inc., an indirect wholly owned subsidiary of the Company (“Merger Sub”), Sun Meter Readings, LP, as representative for Aclara’s members and optionholders, and, for the limited purposes set forth therein, the Company. The acquisition was structured as a reverse triangular merger in which Merger Sub merged with and into Aclara in accordance with Delaware law (the “Merger”), with Aclara surviving the Merger as a wholly owned indirect subsidiary of the Company. In the Merger, pursuant to the terms of the Merger Agreement, the Company paid aggregate consideration of approximately \$1.1 billion to acquire Aclara.

The foregoing description of the Merger Agreement and the Merger does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 to this Current Report on Form 8-K and is incorporated into this Item 2.01 by reference.

**ITEM 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

On February 2, 2018, in connection with the Merger, the Company borrowed \$500 million under that certain Term Loan Agreement, dated as of January 31, 2018 (as amended, restated, extended, supplemented or otherwise modified in writing from time to time, the “Term Loan Agreement”), by and among the Company, the lenders from time to time party thereto and JPMorgan Chase Bank, N.A., as administrative agent.

Net proceeds from the borrowing of the term loans were applied to partially finance the Merger, the repayment of certain existing indebtedness of Aclara and its subsidiaries and the transactions contemplated by or related to, and the payment of the fees, costs and expenses in connection with, the foregoing.

The foregoing description of the Term Loan Agreement is qualified in its entirety by reference to the full text of the Term Loan Agreement, a copy of which was filed with the Company’s Current Report on Form 8-K filed on January 31, 2018.

Some of the lenders under the Term Loan Agreement and/or their respective affiliates have in the past performed, and may in the future from time to time perform, investment banking, financial advisory, lending and/or commercial banking services, or other services for the Company and its subsidiaries, for which they have received, and may in the future receive, customary compensation and expense reimbursement.

**ITEM 7.01. Regulation FD Disclosure.**

On February 5, 2018, the Company issued a press release announcing the completion of the Merger. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and is hereby furnished pursuant to this Item 7.01.

The information in this Item 7.01 (including Exhibit 99.1) is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise be subject to the liabilities of that section, nor, unless otherwise specified, shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

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**ITEM 9.01. Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired. The financial statements of Aclara required by Item 9.01(a) to this Current Report on Form 8-K will be filed by amendment within 71 calendar days after the date this Current Report on Form 8-K must be filed.

(b) Pro Forma Financial Information. The pro forma financial information required by Item 9.01(b) to this Current Report on Form 8-K will be filed by amendment within 71 calendar days after the date this Current Report on Form 8-K must be filed.

**(c) Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
2.1	Agreement and Plan of Merger, dated as of December 22, 2017, by and among Meter Readings Holding Group, LLC, Hubbell Power Systems, Inc., Yellow Merger Sub, Inc., Sun Meter Readings, LP, as representative for the members and optionholders, and, for the limited purposes set forth therein, Hubbell Incorporated (incorporated by reference to Exhibit 2.1 of Hubbell Incorporated's Current Report on Form 8-K filed with the Securities and Exchange Commission on December 26, 2017).*
99.1	News release issued by Hubbell Incorporated on February 5, 2018.†
*	Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company agrees to furnish supplementally to the Securities and Exchange Commission a copy of any omitted schedule upon request.
†	Furnished and not filed for purposes of Section 18 of the Exchange Act.

## EXHIBIT INDEX

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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 hereunto duly authorized.

### HUBBELL INCORPORATED

By: /s/ An-Ping Hsieh

Name: An-Ping Hsieh

Title: Senior Vice President, General  
Counsel and Secretary

Date: February 5, 2018

**Hubbell Incorporated Completes Acquisition of Aclara Technologies LLC**

- **Enhances Hubbell Power Systems' Leadership Position in Utility Markets**
- **Adds High Quality Critical Components with Communication Functionality**
- **Expect EPS Accretion in 2018 excluding Acquisition-related and Transaction Costs**
- **Expect GAAP EPS Accretion in 2019**

SHELTON, CT. (February 5, 2018) – Hubbell Incorporated (NYSE: HUBB) (“Hubbell” or “The Company”) today announced that it has completed its acquisition of Aclara Technologies LLC (“Aclara”). The Company financed the acquisition and related transactions with net proceeds from borrowings under a new unsecured term loan facility in the aggregate principal amount of \$500 million, the issuance of 3.50% Senior Notes due 2028 in the aggregate principal amount of \$450 million and issuances of commercial paper.

Aclara offers a comprehensive suite of solutions, including advanced metering infrastructure, meters and edge devices, software, and installation services. These products and services provide utilities visibility into their distribution networks, optimize network performance and help engage with their customers. With approximately 1,200 people working with more than 800 electric, water and gas utilities worldwide, Aclara provides actionable insights to help utilities predict, plan and respond to conditions, improve operational efficiency, and promote resource conservation to customers.

“We are pleased to announce we have completed our acquisition of Aclara and welcome the Aclara team to the Hubbell organization,” said David G. Nord, Chairman, President and Chief Executive Officer. “Hubbell Power Systems has demonstrated its ability to successfully integrate acquisitions, and we are excited to combine these two great organizations. We have long admired the position of Aclara’s businesses in the industry, and are confident that Hubbell and Aclara’s combined capabilities will allow us to better service our customers and deliver increased value to our shareholders.”

Aclara’s business units will be managed under Hubbell’s Power segment.

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## FORWARD-LOOKING STATEMENTS

Certain statements contained herein may constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. These include statements concerning certain plans, expectations, goals, projections, and statements about the benefits of the Aclara acquisition, Hubbell's plans, objectives, expectations and intentions and other statements that are not strictly historic in nature. In addition, all statements regarding anticipated growth or improvement in operating results, anticipated market conditions, and economic recovery are forward-looking. These statements may be identified by the use of forward-looking words or phrases such as "target", "believe", "continues", "improved", "leading", "improving", "continuing growth", "continued", "ranging", "contributing", "primarily", "plan", "expect", "anticipated", "expected", "expectations", "should result", "uncertain", "goals", "projected", "on track", "likely", "intend" and others. Such forward-looking statements are based on the Company's current expectations and involve numerous assumptions, known and unknown risks, uncertainties and other factors which may cause actual and future performance or achievements of the Company to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. Such factors include, but are not limited to: achieving sales levels to fulfill revenue expectations; unexpected costs or charges, certain of which may be outside the control of the Company; expected benefits of productivity improvements and cost reduction actions; pension expense; effects of unfavorable foreign currency exchange rates; price and material costs; general economic and business conditions; the impact of and the ability to complete strategic acquisitions and integrate acquired companies; the ability to effectively develop and introduce new products, expand into new markets and deploy capital; potential adverse reactions or changes to business or employee relationships, including those resulting from the completion of the transaction; competitive responses to the transaction; the possibility that the anticipated benefits of the transaction are not realized when expected or at all, including as a result of the impact of, or problems arising from, the integration of the two companies; litigation relating to the transaction; and other factors described in our Securities and Exchange Commission filings, including the "Business", "Risk Factors", and "Quantitative and Qualitative Disclosures about Market Risk" Sections in the Annual Report on Form 10-K for the year ended December 31, 2016.

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**About Aclara**

Aclara is a world-class supplier of smart infrastructure solutions (SIS) to water, gas, and electric utilities globally. Aclara SIS offerings include smart meters and other field devices, advanced metering infrastructure and software and services that enable utilities to predict and respond to conditions, leverage their distribution networks effectively and engage with their customers.

**About the Company**

Hubbell Incorporated is an international manufacturer of quality electrical and electronic products for a broad range of non-residential and residential construction, industrial and utility applications. With 2017 revenues of \$3.7 billion, Hubbell Incorporated operates manufacturing facilities in the United States and around the world. The corporate headquarters is located in Shelton, CT.

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