

3M CO
Form 8-K
September 08, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): **September 2, 2011**

3M COMPANY

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

File No. 1-3285
(Commission File Number)

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

41-0417775
(IRS Employer Identification No.)

55144-1000
(Zip Code)

(651) 733-1110

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(Registrant's Telephone Number, Including Area Code)

(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:

- 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))
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ITEM 8.01 Other Events

The exhibits filed herewith are exhibits to the Registration Statement on Form S-3 (file no. 333-176082) of 3M Company (the "Company"), filed with the Securities and Exchange Commission on August 5, 2011. On September 2, 2011, the Company entered into a Distribution Agreement with Goldman, Sachs & Co., Barclays Capital Inc., Citigroup Global Markets Inc., Deutsche Bank Securities Inc., J.P. Morgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC and UBS Securities LLC relating to the future issuance and sale from time to time of the Company's Medium Term Notes, Series F., up to an aggregate principal amount of \$3,000,000,000.

ITEM 9.01 Financial Statements and Exhibits

(d) Exhibits

| EXHIBIT NO | DESCRIPTION |
|-----------------------|---|
| 1.1 | Distribution Agreement |
| 8.1 | Tax Opinion of Lauri B. Ink |
| 23.1 | Consent of Lauri B. Ink (included in Exhibit 8.1 above) |

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.

3M COMPANY

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

Dated: September 8, 2011