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MCCORMICK & CO INC
Form 8-K
February 28, 2001

SECURITIES & 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):
January 31, 2001

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

Maryland (State of other jurisdiction of incorporation)	0-748 (Commission File Number)	52-0408290 (IRS Employer Identification No.)
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18 Loveton Circle Sparks, Maryland (Address of principal executive offices)	21152 (Zip Code)
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Registrant's telephone number, including area code: (410) 771-7301

INFORMATION TO BE INCLUDED IN THE REPORT

Item 5. Other Events.

On January 31, 2001, we sold \$150,000,000 of our 6.40% medium-term notes due February 1, 2006 (the "6.40% Medium-Term Notes") and \$150,000,000 of our 6.80% medium-term notes due February 1, 2008 (the "6.80% Medium-Term Notes") in underwritten public offerings. We received approximately \$148,801,500 in net proceeds (before expenses) from the offering of the 6.40% Medium-Term Notes and approximately \$149,004,000 in net proceeds (before expenses) from the offering of the 6.80% Medium-Term Notes.

The offerings were made pursuant to Pricing Supplements dated January 26, 2001 and filed with the SEC on January 31, 2001 pursuant to Rule 424(b) under the Securities Act of 1933, as amended, as part of our universal shelf registration statement on Form S-3 (Reg. No. 333-46490).

Copies of the (1) Distribution Agreement, dated January 23, 2001, between McCormick and Goldman, Sachs & Co., (2) Terms Agreement, dated January 26, 2001, among McCormick and the Agents named therein, (3) global 6.40% medium-term note due 2006, (4) global 6.80% medium-term note due 2008, (5) Indenture, dated as of December 5, 2000, between McCormick and SunTrust Bank, as trustee and (6) Opinion of Hogan & Hartson L.L.P. regarding the legality of the 6.40% Medium-Term Notes and the 6.80% Medium-Term Notes are

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enclosed as Exhibits 1.1, 1.2, 4.1, 4.2, 4.3 and 5, respectively, to this Current Report on Form 8-K, and incorporated by reference herein.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

- 1.1 Distribution Agreement, dated January 23, 2001, between McCormick and Goldman, Sachs & Co.
- 1.2 Terms Agreement, dated January 26, 2001, among McCormick and the Agents named therein.
- 4.1 Indenture, dated December 5, 2000, between McCormick and SunTrust Bank, as trustee.
- 4.2 Global 6.40% medium-term note due 2006.
- 4.3 Global 6.80% medium-term note due 2008.
- 5 Opinion of Hogan & Hartson L.L.P. regarding the legality of the 6.40% Medium-Term Notes and the 6.80% Medium-Term Notes

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.

MCCORMICK & COMPANY, INCORPORATED

Date: February 27, 2001

By: /s/ Christopher J. Kurtzman

Christopher J. Kurtzman
Vice President & Treasurer

EXHIBIT INDEX

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