

Stanley Black & Decker, Inc. Announces Equity Units Offering

November 7, 2019

NEW BRITAIN, Conn., Nov. 7, 2019 /PRNewswire/ -- Stanley Black & Decker, Inc. (NYSE: SWK) (the "Company") announced today its intention to offer to sell, subject to market and other conditions, 6,750,000 Equity Units (the "Units"), each with a stated amount of \$100. The Company expects the Units will initially consist of an aggregate of 675,000 shares of 0% Series D Cumulative Perpetual Convertible Preferred Stock (the "Convertible Preferred Stock"), with an aggregate liquidation preference of \$675 million, and contracts to purchase, for an aggregate of \$675 million, shares of the Company's common stock (the "Common Stock"). The Company expects to grant to the underwriters an option to purchase up to an additional 750,000 Units to cover over-allotments. The offering will be made pursuant to an effective registration statement filed with the Securities and Exchange Commission (the "SEC").

The Common Stock is expected to be delivered upon settlement of the purchase contracts in November 2022 (subject to early settlement in certain circumstances).

The Convertible Preferred Stock will initially not bear any dividends and the liquidation preference of the Convertible Preferred Stock will not accrete. Each share of Convertible Preferred Stock may be converted only after being separated from the Units and, prior to November 2022, only upon the occurrence of certain fundamental change events. Upon any such conversion, the Company will pay or deliver, as the case may be, cash, shares of Common Stock or a combination of cash and shares of Common Stock, at the Company's election, unless the Company has previously irrevocably elected a settlement method to apply.

The Company intends to use the net proceeds from the offering, together with cash on hand, to redeem its existing 5.75% Junior Subordinated Debentures due 2052. The Company also intends to use a portion of the net proceeds of the offering, together with cash on hand, to purchase options on the Common Stock from counterparties, which may include certain of the underwriters and their affiliates. These option transactions are generally expected to provide an economic offset to dilution upon settlement of the Convertible Preferred Stock if the transactions are exercised and the price per share of the Common Stock, as measured under the terms of the transactions, is greater than the lower strike price of the option transactions, which is expected to be equal to the initial conversion price for the Convertible Preferred Stock, subject to a cap price.

Citigroup Global Markets Inc., Credit Suisse Securities (USA) LLC and Wells Fargo Securities, LLC are acting as joint book-running managers of this offering.

This press release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release also does not constitute a notice of redemption of the Company's existing 5.75% Junior Subordinated Debentures due 2052.

The offering of these securities may be made only by means of a prospectus and a related prospectus supplement. Before you invest, you should read the prospectus, the related prospectus supplement and the other documents the Company has filed with the SEC for more complete information about the Company and the offering. You may get these documents for free by visiting EDGAR on the SEC's website at <http://www.sec.gov>. Alternatively, copies may be obtained by contacting Citigroup Global Markets Inc., c/o Broadridge Financial Solutions, 1155 Long Island Avenue, Edgewood, New York 11717 or by calling toll-free at 1-800-831-9146; Credit Suisse Securities (USA) LLC, Attention: Prospectus Department, One Madison Avenue, New York, New York 10010, by email at newyork.prospectus@credit-suisse.com or by calling 1-800-221-1037 and Wells Fargo Securities, LLC, 375 Park Avenue, 4th Floor, New York, New York 10152, Attention: Equity Syndicate Department, or by emailing at cmclientsupport@wellsfargo.com or by calling at (800) 326-5897.

About Stanley Black & Decker

Stanley Black & Decker, an S&P 500 company, is a diversified global provider of hand tools, power tools and related accessories, electronic security solutions, healthcare solutions, engineered fastening systems, and more.

Statements in this press release that are not historical, including but not limited to those regarding the Company's: (i) planned offering of the Units; (ii) anticipated use of the net proceeds; and (iii) expected results of the option transactions; are "forward looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995 and subject to risk and uncertainty. No assurance can be given that the offering will be consummated on the terms described above or at all. Consummation of the offering and the terms thereof are subject to numerous conditions, many of which are beyond the control of the Company, including: the prevailing conditions in the public and private capital markets; interest rates; and economic, political and market factors affecting trading volumes, securities prices or demand for the Company's stock.

For a discussion of risks and uncertainties, which could cause actual results to differ materially from those contained in the forward-looking statements, see "Risk Factors" in the Company's Annual Report on Form 10-K for the most recently ended fiscal year.

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