

FORM D

Notice of Exempt
Offering of Securities

U.S. Securities and Exchange Commission

Washington, DC 20549

(See instructions beginning on page 5)

Intentional misstatements or omissions of fact constitute federal criminal violations. See 18 U.S.C. 1001.

Section
NOV 10 2008Washington, DC
103

32604

OMB APPROVAL

OMB Number: 3235-0076

Expires: October 31, 2008

Estimated average burden
hours per response: 4.00

Item 1. Issuer's Identity

Name of Issuer

Emerson Electric Co.

Jurisdiction of Incorporation/Organization

Missouri

Year of Incorporation/Organization
(Select one)☒ Over Five Years Ago ☐ Within Last Five Years
(specify year)

Previous Name(s)

☒ None

PROCESSED

NOV 21 2008

THOMSON REUTERS

Entity Type (Select one)

- ☒ Corporation
☐ Limited Partnership
☐ Limited Liability Company
☐ General Partnership
☐ Business Trust
☐ Other (Specify)

(If more than one issuer is filing this notice, check this box ☐ and identify additional issuer(s) by attaching Items 1 and 2 Continuation Page(s).)

Item 2. Principal Place of Business and Contact Information

Street Address 1

8000 W. Florissant Avenue

City

St. Louis

State/Province/Country

MO

Street Address 2

ZIP/Postal Code

63136

Phone No.

314-553-2000

Item 3. Related Persons

Last Name

Farr

First Name

David

Middle Name

N.

Street Address 1

8000 W. Florissant Avenue

City

St. Louis

State/Province/Country

MO

Street Address 2

ZIP/Postal Code

63136

Relationship(s): ☒ Executive Officer ☒ Director ☐ Promoter

Clarification of Response (if Necessary) Chairman of the Board, Chief Executive Officer and President



08064580

(Identify additional related persons by checking this box ☒ and attaching Item 3 Continuation Page(s).)

Item 4. Industry Group (Select one)

☐

Agriculture

Banking and Financial Services

- ☐ Commercial Banking
☐ Insurance
☐ Investing
☐ Investment Banking
☐ Pooled Investment Fund

If selecting this industry group, also select one fund
type below and answer the question below:

- ☐ Hedge Fund
☐ Private Equity Fund
☐ Venture Capital Fund
☐ Other Investment Fund

Is the issuer registered as an investment
company under the Investment Company
Act of 1940? ☐ Yes ☐ No☐ Other Banking & Financial Services☐

Business Services

Energy

- ☐ Electric Utilities
☐ Energy Conservation
☐ Coal Mining
☐ Environmental Services
☐ Oil & Gas
☐ Other Energy

Health Care

- ☐ Biotechnology
☐ Health Insurance
☐ Hospitals & Physicians
☐ Pharmaceuticals
☐ Other Health Care

☒ Manufacturing

Real Estate

- ☐ Commercial

☐

Construction

- ☐ REITs & Finance
☐ Residential
☐ Other Real Estate

☐ Retailing☐ Restaurants

Technology

- ☐ Computers
☐ Telecommunications
☐ Other Technology

Travel

- ☐ Airlines & Airports
☐ Lodging & Conventions
☐ Tourism & Travel Services
☐ Other Travel

☐ Other

Item 5. Issuer Size (Select one)

Revenue Range (for issuer not specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Revenues
- ☐ \$1 - \$1,000,000
- ☐ \$1,000,001 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$100,000,000
- ☒ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

OR

Aggregate Net Asset Value Range (for issuer specifying "hedge" or "other investment" fund in Item 4 above)

- ☐ No Aggregate Net Asset Value
- ☐ \$1 - \$5,000,000
- ☐ \$5,000,001 - \$25,000,000
- ☐ \$25,000,001 - \$50,000,000
- ☐ \$50,000,001 - \$100,000,000
- ☐ Over \$100,000,000
- ☐ Decline to Disclose
- ☐ Not Applicable

Item 6. Federal Exemptions and Exclusions Claimed (Select all that apply)

- ☐ Rule 504(b)(1) (not (i), (ii) or (iii))
- ☐ Rule 504(b)(1)(i)
- ☐ Rule 504(b)(1)(ii)
- ☐ Rule 504(b)(1)(iii)
- ☐ Rule 505
- ☒ Rule 506
- ☐ Securities Act Section 4(6)

Investment Company Act Section 3(c)

- ☐ Section 3(c)(1)
- ☐ Section 3(c)(2)
- ☐ Section 3(c)(3)
- ☐ Section 3(c)(4)
- ☐ Section 3(c)(5)
- ☐ Section 3(c)(6)
- ☐ Section 3(c)(7)

- ☐ Section 3(c)(9)
- ☐ Section 3(c)(10)
- ☐ Section 3(c)(11)
- ☐ Section 3(c)(12)
- ☐ Section 3(c)(13)
- ☐ Section 3(c)(14)

Item 7. Type of Filing

☐ New Notice **OR** ☒ Amendment

Date of First Sale in this Offering: **OR** ☐ First Sale Yet to Occur

Item 8. Duration of Offering

Does the issuer intend this offering to last more than one year? ☒ Yes ☐ No

Item 9. Type(s) of Securities Offered (Select all that apply)

- ☐ Equity
- ☒ Debt
- ☐ Option, Warrant or Other Right to Acquire Another Security
- ☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security
- ☐ Pooled Investment Fund Interests
- ☐ Tenant-in-Common Securities
- ☐ Mineral Property Securities
- ☐ Other (Describe)

Continuous Commercial Paper Program

Item 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (If Necessary)

FORM D

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Item 11. Minimum Investment

Minimum investment accepted from any outside investor \$ 250,000

Item 12. Sales Compensation

Recipient

See Item 12 Addendum

Recipient CRD Number

☐ No CRD Number

(Associated) Broker or Dealer

☐ None

(Associated) Broker or Dealer CRD Number

☐ No CRD Number

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

States of Solicitation ☒ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> IL
<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO	<input type="checkbox"/> NE
<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA	<input type="checkbox"/> RI	<input type="checkbox"/> SC
<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR		

(Identify additional person(s) being paid compensation by checking this box ☐ and attaching Item 12 Continuation Page(s).)**Item 13. Offering and Sales Amounts**

(a) Total Offering Amount

\$ See below.

OR ☐ Indefinite

(b) Total Amount Sold

\$ See below.

(c) Total Remaining to be Sold
(Subtract (a) from (b))

\$ See below.

OR ☐ Indefinite

Clarification of Response (if Necessary)

(a) Continuous commercial paper program. Maximum outstanding amount of short-term notes authorized is \$3 billion.
(b) Current outstanding amount of commercial paper is approximately \$492 million.

Item 14. InvestorsCheck this box ☐ If securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering:

None

Enter the total number of investors who already have invested in the offering:

N/A

Item 15. Sales Commissions and Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If an amount is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 300,000

☒ Estimate

Clarification of Response (if Necessary)

Finders' Fees \$

☐ Estimate

Amount is estimated, annualized sales commission based on size of program.

Item 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ ☐ Estimate

Clarification of Response (if Necessary)

The proceeds of the offering are to be used for general working capital purposes of the Issuer.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and submitting this notice.

Terms of Submission. In Submitting this notice, each identified issuer is:

Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in accordance with applicable law, the information furnished to offerees.*

Irrevocably appointing each of the Secretary of the SEC and the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes; or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.

Each identified issuer has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person. (Check this box ☐ and attach Signature Continuation Pages for signatures of issuers identified in Item 1 above but not represented by signer below.)

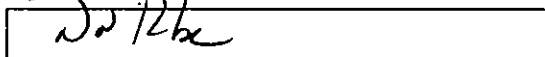
Issuer(s)

Emerson Electric Co.

Name of Signer

David J. Rabe

Signature



Title

Vice President and Treasurer

Number of continuation pages attached:

8

Date

FORM D

U.S. Securities and Exchange Commission

Washington, DC 20549

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Busch III	August	A.
Street Address 1	Street Address 2	
One Mid Rivers Mall Drive	Suite 210	
City	State/Province/Country	ZIP/Postal Code
Saint Peters	MO	63376
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Farrell	David	C.
Street Address 1	Street Address 2	
1220 Log Cabin Lane		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63124
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Fernandez Gonzalez	Carlos	
Street Address 1	Street Address 2	
Javier Barros Sierra No. 555, Piso 6	Col. Zedec Santa Fe, Del. Alvaro Obregon	
City	State/Province/Country	ZIP/Postal Code
Mexico	Distrito Federal	01210
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Golden	Arthur	F.
Street Address 1	Street Address 2	
Davis Polk & Wardwell	450 Lexington Avenue	
City	State/Province/Country	ZIP/Postal Code
New York	NY	10017
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Green	Harriet	
Street Address 1	Street Address 2	
25-28 Old Burlington Street		
City	State/Province/Country	ZIP/Postal Code
London	United Kingdom	W1S 3AN
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Horton	Robert	B.
Street Address 1	Street Address 2	
Stoke Abbas South Stoke	Cross Keys Road	
City	State/Province/Country	ZIP/Postal Code
Reading	Great Britain	RG8 0JT
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Johnson	William	R.
Street Address 1	Street Address 2	
1 PPG Place	Suite 3100	
City	State/Province/Country	ZIP/Postal Code
Pittsburgh	PA	15222
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Loucks, Jr.	Vernon	R.
Street Address 1	Street Address 2	
1101 Skokie Blvd.	Suite 240	
City	State/Province/Country	ZIP/Postal Code
Northbrook	IL	60062
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Menzer	John	B.
Street Address 1	Street Address 2	
3005 Red Fox Ridge		
City	State/Province/Country	ZIP/Postal Code
Bentonville	AR	72712
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Prueher	Joseph	W.
Street Address 1	Street Address 2	
208 Golden Oak Court	Suite 400	
City	State/Province/Country	ZIP/Postal Code
Virginia Beach	VA	23452
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Ridgway	Rozanne	L.
Street Address 1	Street Address 2	
2695 Marcey Road		
City	State/Province/Country	ZIP/Postal Code
Arlington	VA	22207
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Stephenson	Randall	L.
Street Address 1	Street Address 2	
208 South Akard Street	Suite 3700	
City	State/Province/Country	ZIP/Postal Code
Dallas	TX	75202
Relationship(s): <input type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Galvin	Walter	J.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63136
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Senior Executive Vice President, Chief Financial Officer and Director		

Last Name	First Name	Middle Name
Monser	Edward	L.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63136
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Chief Operating Officer		

Last Name	First Name	Middle Name
Peters	Charles	A.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63136
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input checked="" type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Senior Executive Vice President		

Last Name	First Name	Middle Name
Steeves	Frank	W.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63136
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Senior Vice President, Secretary and General Counsel		

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Item 3 Continuation Page

Item 3. Related Persons (Continued)

Last Name	First Name	Middle Name
Ashmore	Craig	W.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63136
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Senior Vice President, Planning and Development		

Last Name	First Name	Middle Name
Schlueter	Richard	J.
Street Address 1	Street Address 2	
8000 W. Florissant Avenue		
City	State/Province/Country	ZIP/Postal Code
St. Louis	MO	63136
Relationship(s): <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary) Vice President and Chief Accounting Officer		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

Last Name	First Name	Middle Name
Street Address 1	Street Address 2	
City	State/Province/Country	ZIP/Postal Code
Relationship(s): <input type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		
Clarification of Response (if Necessary)		

(Copy and use additional copies of this page as necessary.)

Item 7 Addendum

Updating Form D for continuous commercial paper program. Original Form D filing dated September 18, 1992.

Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Morgan Stanley & Co. Incorporated

(Associated) Broker or Dealer ☐ None

JP Morgan Chase Bank

Street Address 1

1585 Broadway

City

New York

State/Province/Country

NY

ZIP/Postal Code

10036

Recipient CRD Number

8209

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

8209

☐ No CRD Number

Street Address 2

States of Solicitation ☒ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient

J.P. Morgan Securities Inc.

(Associated) Broker or Dealer ☐ None

J. P. Morgan Securities Inc.

Street Address 1

270 Park Avenue - 9th Floor

City

New York

State/Province/Country

NY

ZIP/Postal Code

10017

Recipient CRD Number

18718

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

18718

☐ No CRD Number

Street Address 2

States of Solicitation ☒ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

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Item 12 Continuation Page

Item 12. Sales Compensation (Continued)

Recipient

Goldman Sachs and Co.

(Associated) Broker or Dealer

☐ None

Goldman Sachs and Co.

Street Address 1

85 Broad Street

City

New York

State/Province/Country

NY

ZIP/Postal Code

10004

Recipient CRD Number

361

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

361

☐ No CRD Number

Street Address 2

States of Solicitation

☒ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

Recipient

Bank of America

(Associated) Broker or Dealer

☐ None

Bank of America Securities LLC

Street Address 1

600 Montgomery Street

City

San Francisco

State/Province/Country

CA

ZIP/Postal Code

94111

Recipient CRD Number

26091

☐ No CRD Number

(Associated) Broker or Dealer CRD Number

26091

☐ No CRD Number

Street Address 2

States of Solicitation

☒ All States

<input type="checkbox"/> AL	<input type="checkbox"/> AK	<input type="checkbox"/> AZ	<input type="checkbox"/> AR	<input type="checkbox"/> CA	<input type="checkbox"/> CO	<input type="checkbox"/> CT	<input type="checkbox"/> DE	<input type="checkbox"/> DC	<input type="checkbox"/> FL	<input type="checkbox"/> GA	<input type="checkbox"/> HI	<input type="checkbox"/> ID
<input type="checkbox"/> IL	<input type="checkbox"/> IN	<input type="checkbox"/> IA	<input type="checkbox"/> KS	<input type="checkbox"/> KY	<input type="checkbox"/> LA	<input type="checkbox"/> ME	<input type="checkbox"/> MD	<input type="checkbox"/> MA	<input type="checkbox"/> MI	<input type="checkbox"/> MN	<input type="checkbox"/> MS	<input type="checkbox"/> MO
<input type="checkbox"/> MT	<input type="checkbox"/> NE	<input type="checkbox"/> NV	<input type="checkbox"/> NH	<input type="checkbox"/> NJ	<input type="checkbox"/> NM	<input type="checkbox"/> NY	<input type="checkbox"/> NC	<input type="checkbox"/> ND	<input type="checkbox"/> OH	<input type="checkbox"/> OK	<input type="checkbox"/> OR	<input type="checkbox"/> PA
<input type="checkbox"/> RI	<input type="checkbox"/> SC	<input type="checkbox"/> SD	<input type="checkbox"/> TN	<input type="checkbox"/> TX	<input type="checkbox"/> UT	<input type="checkbox"/> VT	<input type="checkbox"/> VA	<input type="checkbox"/> WA	<input type="checkbox"/> WV	<input type="checkbox"/> WI	<input type="checkbox"/> WY	<input type="checkbox"/> PR

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Form D 10

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