

**UNITED STATES  
SECURITIES AND 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): December 8, 2016**

**ACCO BRANDS CORPORATION**

(Exact name of registrant as specified in its charter)

---

<b>Delaware</b> (State or other jurisdiction of Incorporation)	<b>001-08454</b> (Commission File Number)	<b>36-2704017</b> (I.R.S. Employer Identification No.)
<b>Four Corporate Drive</b> <b>Lake Zurich, IL 60047</b> (Address of principal executive offices)		<b>60047</b> (Zip Code)

**Registrant's telephone number, including area code: (847) 541-9500**

**Not Applicable**  
(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))
-

## **Section 8 - Other Events**

### **Item 8.01. *Other Events***

On December 8, 2016, ACCO Brands Corporation (the “Company”) announced that it had priced at par \$400 million aggregate principal amount of senior unsecured notes due 2024 (the “New Notes”). The Company also announced that it issued a conditional notice of redemption for all of its outstanding 6.75% senior notes due 2020 (the “Existing Notes”). Proceeds from the offering of the New Notes will be applied toward the redemption price of the Existing Notes. A copy of the press release announcing the Company’s pricing of its Notes is filed herewith as Exhibit 99.1 to this Form 8-K.

The New Notes referred to in this Form 8-K have not been registered under the Securities Act of 1933, as amended (the “Securities Act”) or any state securities laws and may not be offered or sold within the United States or to U.S. persons, except to qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act and to certain persons in offshore transactions in reliance on Regulation S under the Securities Act. This Form 8-K shall not constitute an offer to sell or a solicitation of an offer to purchase the New Notes or any other securities, and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

## **Section 9 - Financial Statements and Exhibits**

### **Item 9.01 - *Financial Statements and Exhibits.***

(d) Exhibits

99.1 Press release dated December 8, 2016

---

**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.

Date: December 8, 2016

ACCO Brands Corporation  
(Registrant)

By:

/s/ Neal V. Fenwick

Name: Neal V. Fenwick

Title: Executive Vice President  
and Chief Financial Officer

---

**INDEX TO EXHIBITS**

<b><u>Exhibit Number</u></b>	<b><u>Description of Exhibit</u></b>
99.1	Press release dated December 8, 2016.



---

**FOR IMMEDIATE RELEASE****ACCO BRANDS CORPORATION PRICES OFFERING OF  
\$400 MILLION 5.25% SENIOR UNSECURED NOTES**

LAKE ZURICH, ILLINOIS, December 8, 2016 - ACCO Brands Corporation (NYSE: ACCO), one of the world's largest designers, marketers and manufacturers of branded business, academic and consumer products, today announced that it priced a private offering of \$400 million in aggregate principal amount of 5.25% Senior Unsecured Notes due 2024 ("the Notes"). The price to investors will be 100% of the aggregate principal amount of the Notes. The company expects to close the offering on December 22, 2016, subject to customary closing conditions.

The company intends to use the proceeds from the offering, together with borrowings under its revolving credit facility and cash on hand, to redeem all of its 6.75% Senior Unsecured Notes due April 2020 and to pay fees and expenses related to the offering.

The notes will be offered only to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended, and outside of the United States, only to non-U.S. investors pursuant to Regulation S. The notes will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent an effective registration statement or an applicable exemption from registration requirements or a transaction not subject to the registration requirements of the Securities Act or any state securities laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering, solicitation or sale would be unlawful. Any offers of the notes will be made only by means of a private offering memorandum.

**About ACCO Brands Corporation**

ACCO Brands Corporation is one of the world's largest designers, marketers and manufacturers of branded business, academic and consumer products. Our widely recognized brands include Artline<sup>®</sup>, AT-A-GLANCE<sup>®</sup>, Derwent<sup>®</sup>, Five Star<sup>®</sup>, GBC<sup>®</sup>, Hilroy<sup>®</sup>, Kensington<sup>®</sup>, Mead<sup>®</sup>, Quartet<sup>®</sup>, Rexel<sup>®</sup>, Swingline<sup>®</sup>, Tilibra<sup>®</sup>, Wilson Jones<sup>®</sup> and many others. Our products are sold in more than 100 countries around the world.

## **Forward-Looking Statements**

This press release contains forward-looking statements, which are subject to substantial risks, uncertainties and assumptions. You should not place undue reliance on these statements. These statements often include words such as "believe," "expect," "anticipate," "intend," "plan," "estimate," "seek," "will," "may" or similar expressions. These statements include the company's intention to complete the offering and to redeem the existing notes. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the offering of Notes will be effected or the terms upon which it will be consummated. In particular, our ability to complete the offering and the redemption are subject to general market and other conditions and there are no assurances that the financing transactions will be completed on terms favorable to the company or at all. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the foregoing cautionary statements. All such statements speak only as of the date made, and we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise.

### **For further information:**

Rich Nelson	Jennifer Rice
Media Relations	Investor Relations
(847) 796-4059	(847) 796-4320