

PPG INDUSTRIES INC
Form 424B2
August 01, 2012
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CALCULATION OF REGISTRATION FEE

	Title of Each Class of Securities to be Registered	Maximum Aggregate Offering Price	Amount of Aggregate Registration Fee
	2.700% Notes due 2022	\$400,000,000	\$45,840

(1) The filing fee of \$45,840 is calculated in accordance with Rule 457(r) of the Securities Act of 1933, as amended.

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Filed Pursuant to Rule 424(b)(2)
 Registration No. 333-168310

PROSPECTUS SUPPLEMENT

(To Prospectus Dated July 26, 2010)

PPG Industries, Inc.

\$400,000,000 2.700% Notes due 2022

We are offering \$400,000,000 2.700% Notes due 2022 (the "notes"). We will pay interest on the notes on August 15 and February 15 of each year, beginning on February 15, 2013. We may redeem some or all of the notes at any time and from time to time at the redemption price described herein.

We must offer to repurchase the notes upon the occurrence of a change of control triggering event at the price described in this prospectus supplement in "Description of the Notes—Change of Control Offer."

The notes will be our senior unsecured obligations and will rank equally with all our other senior unsecured indebtedness from time to time outstanding.

See **Risk Factors** on page S-11 of this prospectus supplement and **Risk Factors** contained in our Annual Report on Form 10-K for the year ended December 31, 2011, incorporated by reference herein, to read about certain risks you should consider before investing in the notes.

	Price to Public (1)	Underwriting Discount	Proceeds To Issuer
Per note	99.982%	0.650%	99.332%
Total	\$ 399,928,000	\$ 2,600,000	\$ 397,328,000

(1) Plus accrued interest, if any, from August 3, 2012.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the prospectus to which it relates is truthful or complete. Any representation to the contrary is a criminal offense.

We do not intend to list the notes on any securities exchange.

Delivery of the notes offered hereby in book-entry form only, will be made on or about August 3, 2012.

Joint Book-Running Managers

BNP PARIBAS

Goldman, Sachs & Co.

J.P. Morgan

Citigroup

Deutsche Bank Securities

HSBC

Senior Co-Managers

Banca IMI

Mitsubishi UFJ Securities

PNC Capital Markets LLC

RBS

Co-Managers

BNY Mellon Capital Markets, LLC

Credit Suisse

Morgan Stanley

Santander

SMBC Nikko

TD Securities

Wells Fargo Securities

The date of this prospectus supplement is July 31, 2012.

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We have not authorized anyone to provide any information other than that contained in this document or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. This document may be used only where it is legal to sell these securities. The information in this document may be accurate only on the date of this document.

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ABOUT THIS PROSPECTUS SUPPLEMENT

We provide information to you about this offering in two separate documents. The accompanying prospectus provides general information about us and securities we may offer from time to time, some of which may not apply to this offering. This prospectus supplement describes the specific details regarding this offering. Generally, when we refer to the prospectus, we are referring to both documents combined. Additional information is incorporated by reference in this prospectus supplement. If information in this prospectus supplement is inconsistent with the accompanying prospectus, you should rely on this prospectus supplement.

We have not authorized anyone to provide any information other than that contained or incorporated by reference in this prospectus supplement, the accompanying prospectus or any free writing prospectus filed by us with the Securities and Exchange Commission, or the SEC. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell these notes in any jurisdiction where the offer and sale are not permitted. You should not assume that the information in this prospectus supplement, the accompanying prospectus, any free writing prospectus or any document incorporated by reference is accurate as of any date other than their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

DISCLOSURE ABOUT FORWARD-LOOKING STATEMENTS

Statements in this prospectus supplement and the accompanying prospectus relating to matters that are not historical facts are forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 reflecting our current view with respect to future events or objectives and financial or operational performance or results. These matters involve risks and uncertainties as discussed in our periodic reports on Form 10-K and Form 10-Q, and our current reports on Form 8-K, filed with the Securities and Exchange Commission (the SEC). Accordingly, many factors could cause actual results to differ materially from our forward-looking statements.

Among these factors are global economic conditions, increasing price and product competition by foreign and domestic competitors, fluctuations in cost and availability of raw materials, the ability to maintain favorable supplier relationships and arrangements, the realization of anticipated cost savings from restructuring initiatives, difficulties in integrating acquired businesses and achieving expected synergies therefrom, the ability to penetrate existing, developing or emerging foreign and domestic markets, economic and political conditions in international markets, foreign exchange rates and fluctuations in such rates, fluctuations in tax rates, the impact of future legislation, the impact of environmental regulations, unexpected business disruptions and the unpredictability of existing and possible future litigation, including litigation that could result if the asbestos settlement discussed in our filings with the SEC does not become effective. However, it is not possible to predict or identify all such factors.

This prospectus supplement also contains statements about our agreement to separate our commodity chemicals business in a Reverse Morris Trust transaction (the Transaction), as more fully described under Summary Recent Developments Pending Separation of Our Commodity Chemicals Business. Many factors could cause actual results to differ materially from our forward-looking statements with respect to the Transaction, including the parties' ability to satisfy the conditions of the Transaction; the parties' ability to complete the Transaction on anticipated terms and schedule, including the ability of Georgia Gulf Corporation (Georgia Gulf) to obtain the requisite shareholder approval and the ability of the parties to obtain regulatory approvals and the anticipated tax treatment of the Transaction and related transactions; risks relating to any unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses and future prospects; business and management strategies for the management, expansion and growth of Georgia Gulf's operations; Georgia Gulf's ability to integrate our

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commodity chemicals business successfully after the closing of the Transaction and to achieve anticipated synergies; and the risk that disruptions from the Transaction will harm our or Georgia Gulf's respective businesses.

Consequently, while the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements.

Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on our consolidated financial condition, results of operations or liquidity.

Forward-looking statements speak only as of the date of their initial issuance, and we do not undertake any obligation to update or revise publicly any forward-looking statement, whether as a result of new information, future events or otherwise, except as otherwise required by applicable law.

WHERE YOU CAN FIND MORE INFORMATION

Available information

We file reports, proxy statements and other information with the SEC. Such reports, proxy statements and other information that we file with the SEC can be read and copied at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 to obtain further information on the operation of the Public Reference Room. The SEC maintains an internet site that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC, including us. The SEC's internet address is <http://www.sec.gov>. In addition, our common stock is listed on the New York Stock Exchange, and our reports and other information can be inspected at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. Our internet address is <http://www.ppg.com>. The information on our internet site is not a part of this prospectus supplement or the accompanying prospectus.

Incorporation by Reference

The SEC allows us to incorporate by reference information that we file with it. This means that we can disclose important information to you by referring you to other documents. Any information we incorporate in this manner is considered part of this prospectus except to the extent updated and superseded by information contained in this prospectus and any prospectus supplement. Some information that we file with the SEC after the date of this prospectus and until we sell all of the securities covered by this prospectus will automatically update and supersede the information contained in this prospectus.

We incorporate by reference the following documents that we have filed with the SEC and any filings that we make with the SEC in the future under Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the Exchange Act), until we sell all of the securities covered by this prospectus, including between the date of this prospectus and the date on which the offering of the securities under this prospectus is terminated, except as noted in the paragraph below:

Our SEC Filings (File No. 1-01687) Annual Report on Form 10-K Quarterly Reports on Form 10-Q Current Reports on Form 8-K Definitive Proxy Statement on Schedule 14A	Period for or Date of Filing Year Ended December 31, 2011 Quarters Ended March 31 and June 30, 2012 April 5 (filed under Item 2.05 of Form 8-K), April 25 and July 19, 2012 (filed under Items 1.01 and 8.01 of Form 8-K) March 8, 2012
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Pursuant to General Instruction B of Form 8-K, any information submitted under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K is not deemed to be

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filed for the purpose of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. We are not incorporating by reference any information submitted under Item 2.02 or Item 7.01 of Form 8-K into any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act or into this prospectus supplement or the accompanying prospectus.

Statements contained in this prospectus supplement or the accompanying prospectus as to the contents of any contract, agreement or other document referred to in this prospectus supplement or the accompanying prospectus do not purport to be complete, and where reference is made to the particular provisions of that contract, agreement or other document, those references are qualified in all respects by reference to all of the provisions contained in that contract, agreement or other document. For a more complete understanding and description of each such contract, agreement or other document, we urge you to read the exhibits to the registration statement of which the accompanying prospectus is a part.

Any statement contained in a document incorporated by reference, or deemed to be incorporated by reference, into this prospectus supplement and the accompanying prospectus will be deemed to be modified or superseded for purposes of this prospectus supplement and the accompanying prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is incorporated by reference in this prospectus supplement and the accompanying prospectus modifies or supersedes that statement. Any such statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement and the accompanying prospectus.

We will provide without charge, upon written or oral request, a copy of any or all of the documents that are incorporated by reference into this prospectus supplement and the accompanying prospectus and a copy of any or all other contracts, agreements or documents which are referred to in this prospectus supplement or the accompanying prospectus. Requests should be directed to: PPG Industries, Inc., One PPG Place, Pittsburgh, Pennsylvania 15272, Attention: Corporate Secretary; telephone number: (412) 434-3131. You also may review a copy of the registration statement of which the accompanying prospectus is a part and its exhibits at the SEC's Public Reference Room in Washington, D.C., as well as through the SEC's internet site.

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SUMMARY

The following summary information is qualified in its entirety by the information contained elsewhere in this prospectus supplement and the accompanying prospectus, including the documents we have incorporated by reference, and in the indenture as described under Description of the Notes. References to PPG, the Company, the registrant, we, our and us and similar terms mean PPG Industries, Inc. and its consolidated subsidiaries, unless the context requires otherwise. References herein to U.S.\$, \$, dollar or U.S. dollar are to the currency of the United States of America.

THE COMPANY

We are a diversified manufacturer and are comprised of six reportable segments: Performance Coatings, Industrial Coatings, Architectural Coatings EMEA (Europe, Middle East and Africa), Optical and Specialty Materials, Commodity Chemicals, and Glass.

Performance Coatings, Industrial Coatings and Architectural Coatings EMEA

The Performance Coatings, Industrial Coatings and Architectural Coatings EMEA reportable segments supply protective and decorative finishes for customers in a wide array of end use markets, including industrial equipment, appliances and packaging; factory-finished aluminum extrusions and steel and aluminum coils; marine and aircraft equipment; automotive original equipment; other industrial and consumer products and coatings used by painting and maintenance contractors and by consumers for decoration and maintenance. In addition to supplying finishes to the automotive original equipment market, we supply automotive refinishes to the aftermarket.

Optical and Specialty Materials and Commodity Chemicals

Our Optical and Specialty Materials reportable segment produces *Transitions*[®] lenses, sunlenses, optical lens materials; amorphous precipitated silicas for tire, battery separator, and other end-use markets; and Teslin[®] synthetic printing sheet used in such applications as waterproof labels, e-passports and identification cards. The Commodity Chemicals reportable segment produces chlor-alkali and derivative products including chlorine, caustic soda, vinyl chloride monomer, chlorinated solvents, calcium hypochlorite, ethylene dichloride, hydrochloric acid and phosgene derivatives. For more information regarding the pending separation of our commodity chemicals business, see Recent Developments Pending Separation of Our Commodity Chemicals Business below.

Glass

We are a producer of flat and fabricated glass in North America and a global producer of continuous-strand fiber glass. Our major markets include commercial and residential construction, wind energy, energy infrastructure, transportation and the electronics industry. We manufacture flat glass by the float process and fiber glass by the continuous-strand process.

We are a Pennsylvania corporation with our principal executive offices located at One PPG Place, Pittsburgh, Pennsylvania 15272, telephone number (412) 434-3131.

Our internet address is <http://www.ppg.com>. The information on our internet site is not a part of this prospectus supplement or the accompanying prospectus.

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Recent Developments

Pending Separation of Our Commodity Chemicals Business

On July 19, 2012, we announced that we had entered into definitive agreements, dated July 18, 2012, with Georgia Gulf pursuant to which we will separate our commodity chemicals business in a Reverse Morris Trust transaction. In particular, pursuant to the terms of the agreements governing the Transaction (the *Agreements*), we will separate our commodity chemicals business through a spin off or split off, and the new company containing the commodity chemicals business will immediately merge with Georgia Gulf or a Georgia Gulf subsidiary. Following the completion of the Transaction, our shareholders will own approximately 50.5% of the outstanding capital stock of Georgia Gulf, with Georgia Gulf shareholders owning approximately 49.5% of the capital stock of Georgia Gulf.

The aggregate value for the Transaction of approximately \$2.1 billion consists of \$900 million of cash to be paid to us, approximately \$95 million of indebtedness to be assumed by the surviving company, approximately \$87 million of minority interest and approximately 35.2 million shares of Georgia Gulf common stock to be received by our shareholders, which are valued at approximately \$1.0 billion based on Georgia Gulf's closing stock price on July 18, 2012. In the Transaction, we will transfer certain related environmental liabilities, pension assets and liabilities and other post-employment benefits obligations associated with our commodity chemicals business to the surviving company. We expect the Transaction to be completed in late 2012 or early 2013.

The completion of the Transaction is subject to customary conditions set forth in the *Agreements*, including (i) the receipt of certain private letter rulings from the Internal Revenue Service regarding the Transaction and the consummation of the Transaction in accordance with those private letter rulings; (ii) the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and, if applicable, the attainment of approval of the transaction under the *Competition Act* (Canada), R.S.C., c. C-34, as amended; (iii) the effectiveness of the registration statement to be filed by Georgia Gulf under the Securities Act to register the issuance of shares of Georgia Gulf common stock; (iv) the receipt of the necessary approval by the shareholders of Georgia Gulf in accordance with applicable law and the rules and regulations of the New York Stock Exchange; (v) the consummation of certain financing transactions, as set forth in the *Agreements*; (vi) the absence of any law, order or other legal restraint, injunction or prohibition preventing the completion of the Transaction; (vii) subject to certain exceptions, the accuracy of the respective representations and warranties made by the parties in the *Agreements*; and (viii) the performance by each of the parties in all material respects of the respective covenants in the *Agreements* required to be performed by it. There can be no assurance that the Transaction will be completed. This offering is not conditioned upon the completion of the Transaction.

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The Offering

Issuer	PPG Industries, Inc.
Securities Offered	\$400,000,000 aggregate principal amount of notes.
Maturity	The notes will mature on August 15, 2022.
Interest Payment Dates	August 15 and February 15 of each year, commencing on February 15, 2013.
Interest Rate	The notes will bear interest at 2.700% per year.
Optional Redemption	We may redeem the notes, in whole or in part, at any time and from time to time at the redemption prices described herein under the caption Description of the Notes Optional Redemption.
Change of Control Offer	If we experience a change of control triggering event, we may be required to offer to purchase the notes at a purchase price equal to 101% of their principal amount, plus accrued and unpaid interest. See Description of the Notes Change of Control Offer.
Certain Covenants	The indenture governing the notes contains certain restrictions, including a limitation that restricts our ability and the ability of certain of our subsidiaries to create or incur secured indebtedness. Certain sale and leaseback transactions are similarly limited. See Description of the Notes Certain Covenants.
Ranking	The notes will be our senior unsecured obligations and will rank equally with all our other senior unsecured indebtedness, including all other unsubordinated debt securities issued under the indenture, from time to time outstanding. The indenture governing the notes provides for the issuance from time to time of senior unsecured indebtedness by us in an unlimited amount. See Description of the Notes.
Form and Denomination	The notes will be issued in fully registered form in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof.
DTC Eligibility	The notes will be represented by global certificates deposited with The Depository Trust Company (DTC) or its nominee. See Description of the Notes Book-Entry Procedures.
Same Day Settlement	Beneficial interests in the notes will trade in DTC s same-day funds settlement system until maturity. Therefore, secondary market trading activity in such interests will be settled in immediately available funds.

Use of Proceeds

We expect to receive net proceeds, after deducting the underwriting discount but before deducting other offering expenses, of approximately \$397,328,000 from this offering. We expect to use the net proceeds from this offering to repay a portion of our outstanding 5.75% Notes due 2013 or for general corporate purposes. See Use Of Proceeds.

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No Listing of the Notes	We do not intend to apply to list the notes on any securities exchange or to have the notes quoted on any automated quotation system.
Governing Law	The notes will be, and the indenture is, governed by the laws of the State of New York, United States of America.
Trustee, Registrar and Paying Agent	The Bank of New York Mellon Trust Company, N.A.

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The following table sets forth summary historical consolidated financial and other data as of and for the periods presented. The summary historical consolidated financial and other data as of and for the three years ended December 31, 2011 has been derived from our audited consolidated financial statements. The summary historical consolidated financial and other data as of and for the six months ended June 30, 2012 and 2011 has been derived from our unaudited condensed consolidated financial statements. In the opinion of PPG's management, the interim financial information provided herein reflects all adjustments (consisting of normal and recurring adjustments) necessary for a fair presentation of the data for the periods presented. Interim results are not necessarily indicative of the results to be expected for the entire fiscal year.

The historical results presented below are not necessarily indicative of results that you can expect for any future period. The following data should be read in conjunction with Management's Discussion and Analysis of Financial Condition and Results of Operations and our consolidated financial statements and related notes and the other financial and statistical information included in our Annual Report on Form 10-K for our fiscal year ended December 31, 2011 and our Quarterly Report on Form 10-Q for our fiscal quarter ended June 30, 2012, which are incorporated by reference into this prospectus supplement and the accompanying prospectus, and with Capitalization and Unaudited Pro Forma Condensed Consolidated Financial Information included in this prospectus supplement.

	Year Ended December 31,			Six Months Ended	
	2011	2010	2009	June 30,	2011
	(In millions)			(Unaudited)	
Statement of Operations Data:					
Net Sales	\$ 14,885	\$ 13,423	\$ 12,239	\$ 7,707	\$ 7,519
Cost of sales, exclusive of depreciation and amortization	9,081	8,214	7,539	4,581	4,544
Selling, general and administrative expenses	3,234	2,979	2,936	1,672	1,626
Depreciation	346	346	354	176	174
Amortization	121	124	126	56	62
Research and development net	430	394	388	224	213
Interest expense	210	189	193	101	108
Interest income	(42)	(34)	(28)	(19)	(21)
Asbestos settlement net	12	12	13	6	6
Business restructuring			186	208	
Other charges	73	84	65	189	46
Other earnings	(177)	(180)	(150)	(65)	(90)
Income before income taxes	1,597	1,295	617	578	851
Income tax expense	385	415	191	131	220
Net income attributable to the controlling and noncontrolling interests	1,212	880	426	447	631
Less: Net income attributable to noncontrolling interests	117	111	90	72	63
Net Income (attributable to PPG)	\$ 1,095	\$ 769	\$ 336	\$ 375	\$ 568
Balance Sheet Data (at end of period):					
Total assets	\$ 14,382	\$ 14,975	\$ 14,240	\$ 14,817	\$ 15,267
Working capital	2,992	3,433	2,404	2,586	3,317
Long-term debt less current portion	3,574	4,043	3,074	2,964	3,613
Other long-term obligations	3,660	3,474	3,667	3,613	3,444
Total PPG shareholders' equity	3,249	3,638	3,753	3,461	4,054
Cash Flow Data:					
Cash from operating activities	\$ 1,436	\$ 1,310	\$ 1,345	\$ 434	\$ 252
Cash from (used for) investing activities					