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**Section 1: 8-K (8-K)**

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): March 23, 2020**

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**THE PROCTER & GAMBLE COMPANY**

(Exact Name of Registrant as Specified in Charter)

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**Ohio**  
(State or Other Jurisdiction  
of Incorporation)

**001-00434**  
(Commission  
File Number)

**31-0411980**  
(I.R.S. Employer  
Identification No.)

**One Procter & Gamble Plaza , Cincinnati, Ohio 45202**  
(Address of Principal Executive Offices, and Zip Code)

**513-983-1100**  
Registrant's Telephone Number, Including Area Code

(Former Name or Former Address, if Changed Since Last Report)

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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 (*see* General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

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**Title of each class**  
Common Stock, without Par Value

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**Trading  
Symbol(s)**  
PG

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**Name of each exchange  
on which registered**  
New York Stock Exchange

<b>4.125% EUR notes due December 2020</b>	<b>PG20A</b>	<b>New York Stock Exchange</b>
<b>0.275% Notes due 2020</b>	<b>PG20</b>	<b>New York Stock Exchange</b>
<b>2.000% Notes due 2021</b>	<b>PG21</b>	<b>New York Stock Exchange</b>
<b>2.000% Notes due 2022</b>	<b>PG22B</b>	<b>New York Stock Exchange</b>
<b>1.125% Notes due 2023</b>	<b>PG23A</b>	<b>New York Stock Exchange</b>
<b>0.500% Notes due 2023</b>	<b>PG24A</b>	<b>New York Stock Exchange</b>
<b>0.625% Notes due 2024</b>	<b>PG24B</b>	<b>New York Stock Exchange</b>
<b>1.375% Notes due 2025</b>	<b>PG25</b>	<b>New York Stock Exchange</b>
<b>4.875% EUR notes due May 2027</b>	<b>PG27A</b>	<b>New York Stock Exchange</b>
<b>1.200% Notes due 2028</b>	<b>PG28</b>	<b>New York Stock Exchange</b>
<b>1.250% Notes due 2029</b>	<b>PG29B</b>	<b>New York Stock Exchange</b>
<b>1.800% Notes due 2029</b>	<b>PG29A</b>	<b>New York Stock Exchange</b>
<b>6.250% GBP notes due January 2030</b>	<b>PG30</b>	<b>New York Stock Exchange</b>
<b>5.250% GBP notes due January 2033</b>	<b>PG33</b>	<b>New York Stock Exchange</b>
<b>1.875% Notes due 2038</b>	<b>PG38</b>	<b>New York Stock Exchange</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**ITEM 8.01 OTHER EVENTS.**

The Procter & Gamble Company (the “Company”) is filing this Current Report on Form 8-K to supplement the risk factors described in Item 1A of the Company’s Annual Report on Form 10-K for the fiscal year ended June 30, 2019. The following risk factor disclosure should be read in conjunction with the risk factors described in the Annual Report on Form 10-K.

***We must successfully manage the demand, supply, and operational challenges associated with the actual or perceived effects of a disease outbreak, including epidemics, pandemics, or similar widespread public health concerns.***

Our business may be negatively impacted by the fear of exposure to or actual effects of a disease outbreak, epidemic, pandemic, or similar widespread public health concern, such as reduced travel or recommendations or mandates from governmental authorities to avoid large gatherings or to self-quarantine as a result of the novel coronavirus (COVID-19) pandemic. These impacts include, but are not limited to:

- Significant reductions in demand or significant volatility in demand for one or more of our products, which may be caused by, among other things: the temporary inability of consumers to purchase our products due to illness, quarantine or other travel restrictions, or financial hardship, shifts in demand away from one or more of our more discretionary or higher priced products to lower priced products, or stockpiling or similar pantry-loading activity; if prolonged such impacts can further increase the difficulty of planning for operations and may adversely impact our results;
- Inability to meet our customers’ needs and achieve costs targets due to disruptions in our manufacturing and supply arrangements caused by the loss or disruption of essential manufacturing and supply elements such as raw materials or other finished product components, transportation, workforce, or other manufacturing and distribution capability;
- Failure of third parties on which we rely, including our suppliers, contract manufacturers, distributors, contractors, commercial banks, joint venture partners and external business partners, to meet their obligations to the Company, or significant disruptions in their ability to do so, which may be caused by their own financial or operational difficulties and may adversely impact our operations; or
- Significant changes in the political conditions in markets in which we manufacture, sell or distribute our products, including quarantines, governmental or regulatory actions, closures or other restrictions that limit or close our operating and manufacturing facilities, restrict our employees’ ability to travel or perform necessary business functions, or otherwise prevent our third-party partners, suppliers, or customers from sufficiently staffing operations, including operations necessary for the production, distribution, sale, and support of our products, which could adversely impact our results.

Despite our efforts to manage and remedy these impacts to the Company, their ultimate impact also depends on factors beyond our knowledge or control, including the duration and severity of any such outbreak as well as third-party actions taken to contain its spread and mitigate its public health effects.

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SIGNATURE

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.

**THE PROCTER & GAMBLE COMPANY**

BY: /s/ Sandra T. Lane  
Sandra T. Lane  
Assistant Secretary  
March 23, 2020

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