

ECOLAB INC  
Form 10-K/A  
August 07, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

(Amendment No. 1)

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the Fiscal Year Ended December 31, 2012

Commission File No. 1-9328

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

**ECOLAB INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**

**41-0231510**

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

**370 Wabasha Street North, St. Paul, Minnesota**

**55102**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **1-800-232-6522**

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$1.00 par value	New York Stock Exchange, Inc.

Securities registered pursuant to Section 12(g) of the Act: **None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.  YES  NO

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  YES  NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

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Large accelerated filer   
Non-accelerated filer   
(Do not check if a smaller reporting company)

Accelerated filer   
Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  YES  NO

Aggregate market value of voting and non-voting common equity held by non-affiliates of registrant on June 29, 2012:

\$19,976,543,000 (see Item 12, under Part III hereof), based on a closing price of registrant's Common Stock of \$68.53 per share.

The number of shares of registrant's Common Stock, par value \$1.00 per share, outstanding as of January 31, 2013: 294,954,864 shares.

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**EXPLANATORY NOTE**

Ecolab Inc. (the Company) is filing this Amendment No. 1 (Amendment) to its Annual Report on Form 10-K (Form 10-K) for the fiscal year ended December 31, 2012, filed with the Securities and Exchange Commission on February 26, 2013, solely to amend Exhibit 21.1, List of Subsidiaries of the Company. Exhibit 21.1 as originally filed was an incorrect version of the List of Subsidiaries of the Company. The revised Exhibit 21.1 included in this Amendment is the correct version of the List of Subsidiaries of the Company.

As required by the applicable rules, currently-dated Section 302 certifications from the Company's Chief Executive Officer and Chief Financial Officer are included as exhibits to this Amendment.

Except as described above, no other revisions or amendments have been made to Part IV, Item 15, or to any other portion of the Form 10-K. This Amendment does not reflect events occurring after February 26, 2013, the date of the original filing of the Form 10-K, or modify or update any disclosures that may have been affected by subsequent events.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

(a)(3) The following documents are filed as exhibits to this Report.

(21.1) List of Subsidiaries.

(31.1) Rule 13a-14(a) Certifications.

**SIGNATURE**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, Ecolab Inc. has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on the 5th day of August, 2014.

ECOLAB INC.  
(Registrant)

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By:

/s/David F. Duvick  
David F. Duvick  
Assistant Secretary

EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>	<b>Method Of Filing</b>
(21.1)	List of Subsidiaries	Filed herewith electronically.
(31.1)	Rule 13a-14(a) Certifications	Filed herewith electronically.