





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective October 1, 2016, William Lomax, Vice President and Controller of W.W. Grainger, Inc. (the “Company”) and the Company’s principal accounting officer, resigned from his current position at the Company. Mr. Lomax intends to return to his native Toronto, Ontario for personal reasons. Mr. Lomax will remain employed by the Company in a non-executive officer capacity through December 31, 2016 to assist the Company with the transition of his responsibilities.

Effective October 1, 2016, Eric R. Tapia became the Company’s new Vice President and Controller and principal accounting officer. Previously, Mr. Tapia, age 39, had served as Vice President, Internal Audit of the Company since July 2010.

---

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.

Dated: October 1, 2016

W.W. GRAINGER, INC.

By: /s/ Hugo Dubovoy, Jr.

Hugo Dubovoy, Jr.

Vice President, Corporate Secretary