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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**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): April 26, 2018

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**ILLINOIS TOOL WORKS INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation)

**1-4797**  
(Commission File No.)

**36-1258310**  
(I.R.S. Employer Identification No.)

**155 Harlem Avenue, Glenview, IL**  
(Address of principal executive offices)

**60025**  
(Zip Code)

Registrant's telephone number, including area code: 847-724-7500

Not Applicable  
(Former name or former address, if changed since last report.)

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. [ ]

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))

## **Item 2.02 Results of Operations and Financial Condition**

On April 26, 2018, Illinois Tool Works Inc. (the "Company") announced its 2018 first quarter results of operations in the press release furnished as Exhibit 99.1.

### **Non-GAAP Financial Measures**

The Company presents certain financial measures for 2017 excluding the impact of the "Tax Cuts and Jobs Act" and the benefit of a legal settlement in fiscal year 2017. These non-GAAP measures are consistent with the way management analyzes and assesses the Company's operating performance. The Company believes these non-GAAP measures enhance investors' understanding of the Company's underlying financial performance, as well as their ability to compare the Company's financial results and overall performance to that of its peers. A reconciliation of the impact of the "Tax Cuts and Jobs Act" and legal settlement is included in the press release furnished as Exhibit 99.1.

The Company uses free cash flow to measure cash flow generated by operations that is available for dividends, share repurchases, acquisitions and debt repayment. The Company believes this non-GAAP financial measure is useful to investors in evaluating the Company's financial performance and measures the Company's ability to generate cash internally to fund Company initiatives. Free cash flow represents net cash provided by operating activities less additions to plant and equipment. Free cash flow is a measurement that is not the same as net cash flow from operating activities per the statement of cash flows and may not be consistent with similarly titled measures used by other companies. A reconciliation of free cash flow to net cash provided by operating activities is included in the press release furnished as Exhibit 99.1.

The Company uses after-tax return on average invested capital ("ROIC") to measure the effectiveness of its operations' use of invested capital to generate profits. ROIC is a non-GAAP financial measure that the Company believes is a meaningful metric to investors in evaluating the Company's financial performance and may be different than the method used by other companies to calculate ROIC. Average invested capital represents the net assets of the Company, excluding cash and equivalents and outstanding debt, which are excluded as they do not represent capital investment in the Company's operations. Average invested capital is calculated using balances at the start of the period and at the end of each quarter. A calculation of ROIC is included in the press release furnished as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

Exhibit Number

Exhibit Description

[99.1](#)

[Press Release issued by Illinois Tool Works Inc. dated April 26, 2018 \(furnished pursuant to Item 2.02\).](#)

## SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ILLINOIS TOOL WORKS INC.

Dated: April 26, 2018

By: /s/ Michael M. Larsen

Michael M. Larsen

Senior Vice President & Chief Financial Officer

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## Section 2: EX-99.1 (EXHIBIT 99.1)

**Exhibit 99.1**

### ITW Delivers \$1.90 Earnings per Share, up 23% *Raises guidance for 2018 after solid Q1 financial results*

- GAAP EPS was \$1.90, up 23% versus prior year
- Total revenue was \$3.7 billion, an increase of 8%; organic growth was 3%
- Operating margin was 24.1%, an increase of 90 bps
- Operating income was up 12% to \$903 million and after-tax ROIC was 27.7%
- Raising full year guidance by \$0.15 at the midpoint, up 17% versus prior year

**GLENVIEW, Ill., April 26, 2018** - Illinois Tool Works Inc. (NYSE: ITW) today reported first quarter 2018 GAAP earnings of \$1.90 per share, a 23% increase compared to the year ago period. Revenue was up 8% with 3% organic growth.

Operating income was \$903 million in the quarter, an increase of 12 percent, and operating margin was 24.1 percent, an increase of 90 basis points. Enterprise Initiatives contributed 110 basis points of margin improvement, more than offsetting 50 basis points of unfavorable price/cost margin impact. While price/cost impact was dilutive to margin percentage, on a dollar basis pricing actions more than offset the impact of raw material cost inflation.

“We are off to a solid start in 2018,” said E. Scott Santi, Chairman and Chief Executive Officer. “Despite lower than expected auto builds impacting our Automotive OEM segment, we delivered three percent organic revenue growth which, along with strong execution on our enterprise initiatives and disciplined price/cost management, resulted in operating earnings growth of 12 percent year on year for the quarter. As we look ahead at the balance of the year, the combination of ITW’s resilient high quality business portfolio, positive underlying demand trends, and additional benefits from enterprise initiatives have the company well positioned for continued top and bottom line growth. As a result, we are raising our full year EPS guidance by \$0.15 at the mid-point.”

All seven of the company’s business segments delivered positive year on year organic growth, led by Welding (+8 percent), Test & Measurement and Electronics (+8 percent) and Construction Products (+3 percent).

After-tax return on invested capital was 27.7 percent, an improvement of 400 basis points, of which 350 basis points is a result of the new U.S tax rules and regulations.

In the first quarter, Free Cash Flow was \$444 million, an increase of 11 percent. The company repurchased \$500 million of its own shares.

#### **2018 Guidance**

ITW is raising its 2018 full-year guidance by \$0.15 at the mid-point to a range of \$7.60 to \$7.80 per share, up from prior guidance of \$7.45 to \$7.65 per share, reflecting 17 percent EPS growth year on year at the midpoint. The company expects organic growth of three to four percent, operating margin in the range of 25 to 25.5 percent, free cash flow at or above 100 percent of net income, and an effective tax rate of approximately 25 percent for the year.

For the second quarter 2018, the company expects earnings to be in the range of \$1.90 to \$2.00 per share, up 15 percent at the mid-point, with organic

growth of three to four percent.

**Non-GAAP Measures**

This earnings release contains certain non-GAAP financial measures. A reconciliation of these measures to the most directly comparable GAAP measures is included in the attached supplemental reconciliation schedule.

**Forward-looking Statement**

This earnings release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, including, without limitation, statements regarding diluted earnings per share, organic revenue growth, operating margin, free cash flow, effective tax rate, after-tax return on invested capital, timing and amount of share repurchases and expected dividend payout ratio. These statements are subject to certain risks, uncertainties and other factors that could cause actual results to differ materially from those anticipated. Such factors include those contained in ITW's Form 10-K for 2017.

**About Illinois Tool Works**

ITW (NYSE: ITW) is a Fortune 200 global multi-industrial manufacturing leader with revenues totaling \$14.3 billion in 2017. The company's seven industry-leading segments leverage the unique ITW Business Model to drive solid growth with best-in-class margins and returns in markets where highly innovative, customer-focused solutions are required. ITW has approximately 50,000 dedicated colleagues in operations around the world who thrive in the company's unique, decentralized and entrepreneurial culture.

**ILLINOIS TOOL WORKS INC. and SUBSIDIARIES**  
**STATEMENT OF INCOME (UNAUDITED)**

<b>In millions except per share amounts</b>	<b>Three Months Ended</b>	
	<b>March 31,</b>	
	<b>2018</b>	<b>2017<sup>(1)</sup></b>
Operating Revenue	\$ 3,744	\$ 3,471
Cost of revenue	2,181	2,003
Selling, administrative, and research and development expenses	612	608
Amortization and impairment of intangible assets	48	53
Operating Income	903	807
Interest expense	(66)	(64)
Other income (expense)	12	6
Income Before Taxes	849	749
Income Taxes	197	213
Net Income	\$ 652	\$ 536
Net Income Per Share:		
Basic	\$ 1.92	\$ 1.55
Diluted	\$ 1.90	\$ 1.54
Cash Dividends Per Share:		
Paid	\$ 0.78	\$ 0.65
Declared	\$ 0.78	\$ 0.65
Shares of Common Stock Outstanding During the Period:		
Average	340.2	346.2
Average assuming dilution	342.8	349.0

<sup>(1)</sup> The first quarter of 2017 has been restated to reflect the adoption of new accounting guidance in 2018 which resulted in the presentation of \$2 million of other net periodic benefit income in Other income (expense) rather than in Operating Income, with no change in Net Income.

**ILLINOIS TOOL WORKS INC. and SUBSIDIARIES**  
**STATEMENT OF FINANCIAL POSITION (UNAUDITED)**

In millions	March 31, 2018	December 31, 2017
<b>Assets</b>		
Current Assets:		
Cash and equivalents	\$ 1,940	\$ 3,094
Trade receivables	2,874	2,628
Inventories	1,335	1,220
Prepaid expenses and other current assets	274	336
Total current assets	6,423	7,278
Net plant and equipment	1,829	1,778
Goodwill	4,795	4,752
Intangible assets	1,226	1,272
Deferred income taxes	658	505
Other assets	1,232	1,195
	\$ 16,163	\$ 16,780
<b>Liabilities and Stockholders' Equity</b>		
Current Liabilities:		
Short-term debt	\$ 660	\$ 850
Accounts payable	655	590
Accrued expenses	1,250	1,258
Cash dividends payable	264	266
Income taxes payable	96	89
Total current liabilities	2,925	3,053
Noncurrent Liabilities:		
Long-term debt	6,889	7,478
Deferred income taxes	689	164
Noncurrent income taxes payable	614	614
Other liabilities	883	882
Total noncurrent liabilities	9,075	9,138
Stockholders' Equity:		
Common stock	6	6
Additional paid-in-capital	1,220	1,218
Retained earnings	20,228	20,210
Common stock held in treasury	(16,055)	(15,562)
Accumulated other comprehensive income (loss)	(1,240)	(1,287)
Noncontrolling interest	4	4
Total stockholders' equity	4,163	4,589
	\$ 16,163	\$ 16,780



**ILLINOIS TOOL WORKS INC. and SUBSIDIARIES**  
**SEGMENT DATA (UNAUDITED)**

<b>Three Months Ended March 31, 2018</b>			
<b>Dollars in millions</b>	<b>Total Revenue</b>	<b>Operating Income</b>	<b>Operating Margin</b>
Automotive OEM	\$ 901	\$ 217	24.1%
Food Equipment	527	130	24.6%
Test & Measurement and Electronics	543	127	23.4%
Welding	423	117	27.7%
Polymers & Fluids	442	92	20.9%
Construction Products	428	95	22.2%
Specialty Products	485	130	26.7%
Intersegment	(5)	—	—%
<b>Total Segments</b>	<b>3,744</b>	<b>908</b>	<b>24.3%</b>
Unallocated	—	(5)	—%
<b>Total Company</b>	<b>\$ 3,744</b>	<b>\$ 903</b>	<b>24.1%</b>

**ILLINOIS TOOL WORKS INC. and SUBSIDIARIES**  
**SEGMENT DATA (UNAUDITED)**

Q1 2018 vs. Q1 2017 Favorable/(Unfavorable)								
	Automotive OEM	Food Equipment	Test & Measurement and Electronics	Welding	Polymers & Fluids	Construction Products	Specialty Products	Total ITW
Organic	1.0%	0.4%	7.6%	7.6%	0.3%	2.9%	0.5 %	2.6%
Acquisitions/Divestitures	—%	—%	—%	—%	—%	—%	(0.3)%	—%
Translation	7.8%	5.6%	5.5%	1.8%	3.5%	5.4%	4.7 %	5.3%
<b>Operating Revenue</b>	<b>8.8%</b>	<b>6.0%</b>	<b>13.1%</b>	<b>9.4%</b>	<b>3.8%</b>	<b>8.3%</b>	<b>4.9 %</b>	<b>7.9%</b>

Q1 2018 vs. Q1 2017 Favorable/(Unfavorable)								
	Automotive OEM	Food Equipment	Test & Measurement and Electronics	Welding	Polymers & Fluids	Construction Products	Specialty Products	Total ITW
Operating Leverage	10 bps	10 bps	210 bps	110 bps	20 bps	70 bps	10 bps	60 bps
Changes in Variable Margin & OH Costs	(80) bps	(80) bps	100 bps	(100) bps	(40) bps	(90) bps	(40) bps	—
<b>Total Organic</b>	<b>(70) bps</b>	<b>(70) bps</b>	<b>310 bps</b>	<b>10 bps</b>	<b>(20) bps</b>	<b>(20) bps</b>	<b>(30) bps</b>	<b>60 bps</b>
Acquisitions/Divestitures	—	—	—	—	—	—	—	—
Restructuring/Other	40 bps	20 bps	30 bps	(10) bps	50 bps	(10) bps	10 bps	30 bps
<b>Total Operating Margin Change</b>	<b>(30) bps</b>	<b>(50) bps</b>	<b>340 bps</b>	<b>—</b>	<b>30 bps</b>	<b>(30) bps</b>	<b>(20) bps</b>	<b>90 bps</b>
<b>Total Operating Margin % *</b>	<b>24.1%</b>	<b>24.6%</b>	<b>23.4%</b>	<b>27.7%</b>	<b>20.9%</b>	<b>22.2%</b>	<b>26.7%</b>	<b>24.1%</b>
<i>*Includes unfavorable operating margin impact of amortization expense from acquisition-related intangible assets</i>	50 bps	70 bps	280 bps	30 bps	380 bps	40 bps	120 bps	140 bps **
<i>** Amortization expense from acquisition-related intangible assets had an unfavorable impact of (\$0.11) on GAAP earnings per share for the first quarter of 2018.</i>								

Full Year 2017 vs Full Year 2016 Favorable/(Unfavorable)								
	Automotive OEM	Food Equipment	Test & Measurement and Electronics	Welding	Polymers & Fluids	Construction Products	Specialty Products	Total ITW
Organic	4.1%	0.5%	4.8%	3.2%	1.0%	2.9%	3.5 %	2.9%
Acquisitions/Divestitures	8.9%	—%	—%	—%	—%	—%	(1.1)%	1.8%
Translation	1.2%	0.1%	—%	0.3%	1.0%	1.0%	0.4 %	0.6%
<b>Operating Revenue</b>	<b>14.2%</b>	<b>0.6%</b>	<b>4.8%</b>	<b>3.5%</b>	<b>2.0%</b>	<b>3.9%</b>	<b>2.8 %</b>	<b>5.3%</b>

**ILLINOIS TOOL WORKS INC. and SUBSIDIARIES**  
**GAAP to NON-GAAP RECONCILIATIONS (UNAUDITED)**

**AFTER-TAX RETURN ON AVERAGE INVESTED CAPITAL (UNAUDITED)**

<b>Dollars in millions</b>	<b>Three Months Ended March 31,</b>		<b>Twelve Months Ended December 31,</b>
	<b>2018</b>	<b>2017</b>	<b>2017</b>
Operating income	\$ 903	\$ 807	\$ 3,485
Less: Legal settlement income	—	—	(95)
Adjusted operating income	903	807	3,390
Tax rate <sup>(1)</sup>	25.0%	28.3%	28.3%
Income taxes	(226)	(229)	(958)
Operating income after taxes	\$ 677	\$ 578	\$ 2,432
<b>Invested capital:</b>			
Trade receivables	\$ 2,874	\$ 2,534	\$ 2,628
Inventories	1,335	1,158	1,220
Net plant and equipment	1,829	1,674	1,778
Goodwill and intangible assets	6,021	6,016	6,024
Accounts payable and accrued expenses	(1,905)	(1,723)	(1,848)
Other, net	(382)	222	21
Total invested capital	\$ 9,772	\$ 9,881	\$ 9,823
Average invested capital	\$ 9,797	\$ 9,748	\$ 10,005
Annualized return on average invested capital	27.7%	23.7%	24.3%

<sup>(1)</sup> The tax rate for the three months ended March 31, 2018 represents the estimated effective tax rate for the full year of 2018. The tax rate for the twelve months ended December 31, 2017 excludes the impact of the \$658 million discrete tax charge related to the 2017 U.S. tax legislation.

After-tax return on invested capital for the three months ended March 31, 2018 was 27.7 percent, an improvement of 400 basis points, of which 350 basis points is a result of the new U.S. tax rules and regulations.

**FREE CASH FLOW (UNAUDITED)**

<b>Dollars in millions</b>	<b>Three Months Ended March 31,</b>	
	<b>2018</b>	<b>2017</b>
Net cash provided by operating activities	\$ 538	\$ 463
Less: Additions to plant and equipment	(94)	(64)
Free cash flow	\$ 444	\$ 399

**ILLINOIS TOOL WORKS INC. and SUBSIDIARIES**  
**GAAP to NON-GAAP RECONCILIATIONS (UNAUDITED)**

**IMPACT OF THE "TAX CUTS AND JOBS ACT" AND LEGAL SETTLEMENT ON 2017 RESULTS**

Following the passing of the "Tax Cuts and Jobs Act" in the U.S., ITW recorded a one-time tax charge of \$658 million in the fourth quarter of 2017. Additionally, as previously disclosed, ITW entered into a confidential legal settlement, resulting in a favorable one-time benefit of \$95 million in 2017. The following schedule illustrates the impact of these items on the Company's full-year 2017 financial results:

<b>Dollars in millions</b>	<b>Full Year 2017<sup>(1)</sup></b>	<b>Legal Item</b>	<b>Tax Charge</b>	<b>Full Year 2017 Ex. Items</b>
Total Revenue	\$14,314	—	—	\$14,314
Operating Income	3,485	+\$95	—	3,390
Operating Margin	24.3%	+60 bps	—	23.7%
Tax Rate	48.4%	—	+20.1%-pts	28.3%
Net Income	\$1,687	+\$59	(\$658)	\$2,286
EPS	\$4.86	+\$0.17	(\$1.90)	\$6.59

<sup>(1)</sup> Full year 2017 has been restated to reflect the adoption of new accounting guidance in 2018 which resulted in the presentation of \$9 million of other net periodic benefit income in Other income (expense) rather than in Operating Income, with no change in Net Income.

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