

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

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): November 6, 2015

UNITED TECHNOLOGIES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-812
(Commission
File Number)

06-0570975
(IRS Employer
Identification No.)

10 Farm Springs Road
Farmington, Connecticut 06032
(Address of principal executive offices, including
zip code)

**Registrant's telephone number, including area
code**
(860) 728-7000

N/A
(Former name or former address, if changed since last report)

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))
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Item 8.01 Other Events.

On November 6, 2015, pursuant to the Stock Purchase Agreement (the "Stock Purchase Agreement"), dated as of July 19, 2015 by and between United Technologies Corporation ("UTC"), certain wholly owned subsidiaries of UTC and Lockheed Martin Corporation ("Lockheed Martin"), UTC completed the sale of all of the issued and outstanding equity of Sikorsky Aircraft Corporation and certain affiliated entities for \$9,083,000,000 in cash (the "Purchase Price") to Lockheed Martin (the "Transaction"). The Purchase Price includes an adjustment of \$83,000,000 based on an estimate of working capital and net indebtedness as of the closing date compared to target amounts and could be further adjusted based on a customary post-closing reconciliation of such estimate to actual amounts. Of the Purchase Price, \$5 million was deferred for future payment following the approval by the Foreign Investment Promotion Board of India of the transfer by a subsidiary of UTC of its shares in Tata Sikorsky Aerospace Limited to Lockheed Martin.

The foregoing description of the Stock Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Stock Purchase Agreement that was filed as Exhibit 2.1 to UTC's Current Report on Form 8-K filed with the Securities and Exchange Commission on July 20, 2015 and incorporated herein by reference. A copy of UTC's press release announcing completion of the Transaction is included as Exhibit 99.1 to this report and incorporated herein by reference.

The representations and warranties and covenants set forth in the Stock Purchase Agreement have been made only for the purposes of the Stock Purchase Agreement and solely for the benefit of the parties to the Stock Purchase Agreement, may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures made for the purpose of allocating contractual risk between the parties to the Stock Purchase Agreement instead of establishing these matters as facts, as well as by information contained in each party's Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. In addition, such representations and warranties were made only as of the dates specified in the Stock Purchase Agreement. Accordingly, the Stock Purchase Agreement is incorporated by reference in this filing only to provide investors with information regarding the terms of the Stock Purchase Agreement and not to provide investors with any other factual information regarding the parties or their respective businesses.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description
99.1	Press Release, dated November 6, 2015, issued by United Technologies Corporation.

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 hereunto duly authorized.

**UNITED TECHNOLOGIES CORPORATION
(Registrant)**

Date: November 6, 2015

By: /s/ Peter J. Graber-Lipperman
Peter J. Graber-Lipperman
Vice President, Secretary and Associate General Counsel

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release, dated November 6, 2015, issued by United Technologies Corporation.

**UNITED TECHNOLOGIES CLOSES ON SIKORSKY TRANSACTION;
REAFFIRMS EXPECTATIONS FOR 2015 EARNINGS, SALES AND SHARE REPURCHASES**

FARMINGTON, Conn., Nov. 6, 2015 – United Technologies Corp. (NYSE: UTX) today announced it has closed on the sale of its Sikorsky Aircraft business to Lockheed Martin Corp. (NYSE: LMT).

"With this sale, UTC moves forward with a more focused portfolio of aerospace and building systems businesses, operating at a global scale, that will continue to provide innovative products and services, and deliver improved performance for customers and long-term growth for shareholders," said UTC President and CEO Gregory Hayes.

UTC has industry-leading global franchises in elevators, climate control, aerospace systems, jet engines, fire safety and electronic security operating through four core segments – Otis, UTC Climate, Controls & Security, Pratt & Whitney, and UTC Aerospace Systems.

As previously announced, UTC intends to use \$6 billion in net proceeds from the Sikorsky sale for an accelerated share repurchase program, reflecting the company's commitment to deliver sustainable shareholder value.

For continuing operations in 2015, UTC continues to expect earnings per share in a range of \$6.15 to \$6.30 and sales of between \$57 billion and \$58 billion.

United Technologies Corp., based in Farmington, Connecticut, provides high-technology systems and services to the building and aerospace industries worldwide. For more information, visit our website at www.utc.com or follow us on Twitter: [@UTC](https://twitter.com/UTC).

This release includes "forward looking statements" concerning the anticipated financial and business impact of a recent transaction, management's beliefs and objectives with respect thereto, the anticipated use of proceeds and management's current expectations for our future operating and financial performance, based on assumptions currently believed to be valid. Forward-looking statements can be identified by the use of words such as "believe," "expect," "plans," "strategy," "intends," "project," "target," "anticipate," "will," "should," "see," "guidance," "confident" and other words of similar meaning in connection with a discussion of future operating or financial performance. These forward looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those anticipated, including, but not limited to, the Company's ability to implement anticipated business plans following closing and to achieve anticipated benefits and savings; future and estimated sales, earnings, cash flow, charges and expenditures; the timing and scope of anticipated share repurchases; the anticipated benefits of organizational changes, and the ability to realize opportunities for growth and innovation. The level of share repurchases depends on market conditions and the level of other investing activities and uses of cash. Other important economic, political, regulatory, legal, technological, competitive and other uncertainties are identified in the SEC filings submitted by UTC from time to time, including its Quarterly Reports on Form 10-Q, Annual Reports on Form 10-K, and Current Reports on Form 8-K. The forward looking statements included in this press release are made only as of the date hereof. UTC undertakes no obligation to update the forward looking statements to reflect subsequent events or circumstances.

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