

**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): December 19, 2014

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

One Financial Plaza
Hartford, Connecticut 06103
(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))

Item 7.01 Regulation FD Disclosure.

On December 19, 2014, United Technologies Corporation (the “Company”) issued a press release announcing that it had been notified of an unsolicited “mini-tender” offer by TRC Capital Corporation (“TRC Capital”) to purchase up to 1,000,000 shares of the Company’s outstanding common stock. The Company recommends that shareholders reject the offer.

A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	Press release, dated December 19, 2014, issued by United Technologies Corporation.

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.

UNITED TECHNOLOGIES CORPORATION

(Registrant)

Date: December 19, 2014

By: /s/ PETER J. GRABER-LIPPERMAN

Peter J. Graber-Lipperman

Vice President, Secretary and Associate General Counsel

EXHIBIT INDEX

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UNITED TECHNOLOGIES RECOMMENDS SHAREHOLDERS REJECT TRC CAPITAL “MINI-TENDER” OFFER

- **Unsolicited mini-tender offer is below current market price for UTC shares**
- **Shareholders who have already tendered shares advised to withdraw**
- **UTC urges investors to review current share price, exercise caution and consult with advisors**

HARTFORD, Conn., Dec. 19, 2014 - United Technologies Corp. (NYSE:UTX) received notice of an unsolicited mini-tender offer by TRC Capital Corporation to purchase up to 1 million shares, or about 0.11 percent, of UTC’s outstanding common stock at a price of \$108.85 per share in cash. As TRC Capital’s own offer document acknowledges, the offering price is approximately **4.55 percent below** the closing price per share of UTC on Dec. 11, 2014, the last trading day before the mini-tender offer was commenced. The offer is for approximately 0.11 percent of the outstanding shares of common stock.

UTC recommends that shareholders reject this unsolicited offer because the offer price is below the current market price for UTC shares. The offer also is subject to numerous conditions, including TRC Capital obtaining sufficient financing necessary to consummate the offer. UTC also recommends that any shareholders who have tendered shares to TRC Capital withdraw those shares by providing the written notice described in the offering documentation before the expiration of the offer, which is currently scheduled for 12:01 a.m., Eastern Time, on Jan. 13, 2015.

UTC is not associated with TRC Capital, its mini-tender offer or the mini-tender offer documentation.

TRC Capital has made similar unsolicited mini-tender offers for shares of other public companies. Mini-tender offers are designed to seek less than 5 percent of a company’s outstanding shares, thereby avoiding many investor protections including the disclosure and procedural requirements applicable to most bids under United States securities laws. As a result, mini-tender offers do not provide investors with the same level of protections as provided by larger tender offers under United States securities laws. The U.S. Securities and Exchange Commission (SEC) has cautioned investors about mini-tender offers noting that “some bidders make mini-tender offers at below-market prices, hoping that they will catch investors off guard if the investors do not compare the offer price to the current market price.” The SEC also published investor tips regarding these offers on its website at:

<http://www.sec.gov/investor/pubs/minitend.htm>.

UTC encourages brokers and dealers, as well as other market participants, to review the SEC’s letter regarding broker-dealer mini-tender offer dissemination and disclosures on the SEC’s website at: <http://www.sec.gov/divisions/marketreg/minitenders/sia072401.htm>.

UTC urges investors to obtain current market quotations for their shares, consult with their broker or financial advisor and exercise caution with respect to TRC Capital’s offer.

UTC requests that a copy of this news release be included with all distributions of materials relating to TRC Capital’s mini-tender offer related to the United Technologies Corp. shares of common stock.

United Technologies, based in Hartford, Connecticut, provides high technology products and services to the building and aerospace industries. For more information, visit our website at www.utc.com or follow us on Twitter: @UTC.

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