
**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): July 20, 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.)

One Financial Plaza
Hartford, Connecticut 06101
(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 July 20, 2015, United Technologies Corporation issued a press release announcing that it has entered into an agreement to sell its Sikorsky Aircraft business to Lockheed Martin Corporation. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 20, 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: July 20, 2015

By: /s/ PETER J. GRABER-LIPPERMAN

Peter J. Graber-Lipperman

Vice President, Secretary and Associate General Counsel

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 20, 2015, issued by United Technologies Corporation.

Contact: John Moran
(860) 728-7062

FOR IMMEDIATE RELEASE
www.utc.com

**UNITED TECHNOLOGIES ANNOUNCES AGREEMENT
TO SELL SIKORSKY AIRCRAFT**

- Lockheed Martin to buy Sikorsky for \$9 billion
- Net proceeds expected to fund additional share repurchase
- Transaction projected to close by year-end or in Q1 2016

HARTFORD, Conn., July 20, 2015 – United Technologies Corp. (NYSE: UTX) today announced that it has reached an agreement to sell its Sikorsky Aircraft business to Lockheed Martin Corp. (NYSE:LMT) for \$9 billion in cash. The transaction, which is subject to regulatory approvals and customary closing conditions and adjustments, is projected to close by year-end or in the first quarter of 2016. Proceeds from the sale are expected to be used to fund additional share repurchase to offset the earnings impact related to the sale.

“We are very pleased to announce this transaction,” said UTC President and Chief Executive Officer Gregory Hayes. “Exiting the helicopter business will allow UTC to better focus on providing high-technology systems and services to the aerospace and building industries and to deliver improved and sustained value to our customers and shareowners.

“Sikorsky’s acquisition by Lockheed Martin, one of the world’s leading aerospace and defense companies, will ensure it remains a technology leader at the forefront of vertical lift,” Hayes added. “We are committed to working closely with Lockheed Martin to execute a seamless transition for customers and employees.”

The company will discuss this transaction at its previously scheduled conference call with investors and analysts at 8:30 a.m. EDT, Tuesday, July 21, following release of UTC’s quarterly financial results. A corresponding presentation will be available prior to the call on the company’s website at <http://www.utc.com>.

In addition, UTC's Board of Directors has authorized a share repurchase program for up to 75 million shares of the company's common stock, which would be worth approximately \$8.3 billion based on the NYSE closing price of UTC shares on July 17. The new authorization replaces a previous program, approved in February 2013, which was nearing completion. The precise timing and amount of repurchases will be determined based on the company's evaluation of market conditions and other factors, and the program may be suspended or discontinued at any time.

J.P. Morgan Securities LLC is serving as UTC's financial advisor, and Wachtell, Lipton, Rosen & Katz as its legal advisor for the sale.

United Technologies Corp., based in Hartford, Connecticut, provides high technology systems and services to the building and aerospace industries.

This release includes "forward looking statements" concerning an anticipated transaction, its financial and business impact, 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," "prospects," "estimate," "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. It is uncertain whether the transaction announced will transpire, and if it is completed, what impact it will have on UTC's results of operations and financial condition. 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 ability of the parties to satisfy the conditions precedent and consummate the anticipated transaction; the timing of consummation of the transaction;

the ability of the parties to secure regulatory approvals in a timely manner or on the terms desired or anticipated; the ability to implement the anticipated business plans following closing and 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.

UTC-IR

###