

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) April 26, 2018

WHIRLPOOL CORPORATION

(Exact name of registrant as Specified in Charter)

Delaware (State or Other Jurisdiction of Incorporation)	1-3932 (Commission File Number)	38-1490038 (I.R.S. Employer Identification No.)
2000 North M-63, Benton Harbor, Michigan (Address of principal executive offices)		49022-2692 (Zip Code)

Registrant's telephone number, including area code (269) 923-5000

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))

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.

Item 5.04. Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

On April 26, 2018, Whirlpool Corporation (the “Company”) received a notice required by Section 101(i)(2)(E) of the Employment Retirement Income Security Act of 1974 from the plan administrator of the Whirlpool 401(k) Retirement Plan (the “401(k) Plan”). The notice is required due to the record keeper for the 401(k) Plan needing to temporarily suspend activity in the 401(k) Plan’s Whirlpool Stock Fund in order to process in the 401(k) Plan the Company’s recently commenced modified Dutch auction tender offer. On April 30, 2018, the Company sent to its directors and executive officers the notice required by Section 306(a) of the Sarbanes-Oxley Act of 2002 and Rule 104 of Securities and Exchange Commission Regulation BTR (Blackout Trading Restriction), a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Whirlpool common stockholders or other interested persons may obtain, without charge, the actual beginning and ending dates of the blackout period (during the blackout period and for a period of two years after the ending date of the blackout period) by contacting: Bridget Quinn, Assistant General Counsel & Corporate Secretary, Whirlpool Corporation, 2000 M-63 North, Benton Harbor, Michigan 49022-2692, or calling at (269) 923-5000.

Item 9.01. Financial Statements and Exhibits.

(d): The following exhibits are being filed herewith:

See Exhibit Index.

Exhibit Index

<u>Exhibit No.</u>	<u>Exhibit</u>
99.1	<u>Notice to Directors and Section 16 Officers of Special Blackout Period, dated April 30, 2018</u>

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.

Date: April 30, 2018

WHIRLPOOL CORPORATION

By: /s/ BRIDGET K. QUINN

Name: Bridget K. Quinn

Title: Assistant General Counsel and Corporate Secretary

MEMORANDUM

To: Directors and Section 16 Officers of Whirlpool Corporation (“Whirlpool” or the “Company”)

From: Bridget Quinn

Date: April 30, 2018

Re: Important Notice of Special Blackout Period in Company Securities

This notice is to inform you of significant restrictions on your ability to transact in the Company’s securities during an upcoming “special” blackout period (the “Special Blackout Period”). The additional restrictions during this period are imposed on the Company’s directors and officers who are subject to Section 16 of the Securities Exchange Act of 1934, by Section 306(a) of the Sarbanes-Oxley Act of 2002 and Securities and Exchange Commission (“SEC”) Regulation BTR (Blackout Trading Restriction). It is in addition to the Company’s regularly scheduled blackout periods related to our earnings releases under the Company’s insider trading policy.

The Special Blackout Period will begin on May 21, 2018, and is expected to end during the week of May 28, 2018. However, the Special Blackout Period could continue and not end until during the week of June 11, 2018, under certain circumstances (generally, if 50 percent or more of the participants in Whirlpool 401(k) Retirement Plan (the “401(k) Plan”) elect to participate in the Company’s recently announced modified Dutch auction tender offer)¹. The Special Blackout Period is due to the record keeper for the 401(k) Plan needing to temporarily suspend activity in the 401(k) Plan’s Whirlpool Stock Fund in order to process the tender offer in the 401(k) Plan. During the period of suspension, 401(k) Plan participants will be unable to diversify investments in the Whirlpool Stock Fund and will be unable to conduct certain transactions, including any distributions, contributions, investment transfers, loans or withdrawals to or from the Whirlpool Stock Fund. This period of suspension is to begin on May 21, 2018, and is expected to end (i) during the week of May 28, 2018 for 401(k) Plan participants who do not participate in the tender offer and (ii) during the week of June 11, 2018 for 401(k) Plan participants who do participate in the tender offer. When known, the Company will inform you of the actual ending date of the Special Blackout Period.

In accordance with Section 306(a) of the Sarbanes-Oxley Act of 2002 and SEC Regulation BTR, the Company’s directors and Section 16 officers are prohibited - during the Special Blackout Period - from purchasing, selling, or otherwise acquiring or transferring, directly or indirectly, any equity security of the Company acquired in connection with his or her services as a director or Section 16 officer.

Please note the following:

- “Equity securities” is defined broadly to include the Company’s common stock, options, and other derivatives.
- Covered transactions are not limited to those involving your direct ownership, but include any transaction in which you have a pecuniary interest (for example, transactions by your immediate family members living in your household).
- Among other things, you are prohibited from exercising options granted to you in connection with your services as a director or Section 16 officer, selling Company stock acquired pursuant to such options, selling Company common stock originally received as a restricted stock grant or upon the vesting of a restricted stock unit, or selling shares to cover withholding taxes upon the vesting of restricted stock or restricted stock units.
- Exemptions may be available for purchases or sales under Rule 10b5-1 plans, dividend reinvestment plans, sales required by law, and certain other “automatic” transactions.
- Although you are permitted to engage in transactions involving equity securities that were not acquired in connection with your services as a director or executive officer, there is a presumption that any such transactions are prohibited unless you can identify the source of the shares and show that you used the same identification for all related purposes, such as tax reporting and disclosure requirements.

These prohibitions apply in addition to the trading restrictions under the Company’s insider trading policy. If you engage in a transaction that violates these laws and regulations, you may be required to disgorge your profits from the transaction, and you may be subject to civil and criminal penalties. **Because of the complexity of the regulations and the severity of the penalties and other remedies, please contact me (XXXXX) or Scott Dorfman (XXXXX) before engaging in any transaction involving the Company’s equity securities during the Special Blackout Period.**

If you have any questions about the Special Blackout Period, its beginning or ending dates or the information in this notice, please feel free to contact me (269.923.XXXX) or Scott Dorfman (269.923.XXXX), or either of us c/o Whirlpool Corporation, 2000 M-63 North, Benton Harbor, Michigan 49022-2692.

Thank you.

¹The Special Blackout Period is due to the record keeper for the 401(k) Plan needing to temporarily suspend activity in the 401(k) Plan's Whirlpool Stock Fund in order to process the tender offer in the 401(k) Plan. During the period of suspension, 401(k) Plan participants will be unable to diversify investments in the Whirlpool Stock Fund and will be unable to conduct certain transactions, including any distributions, contributions, investment transfers, loans or withdrawals to or from the Whirlpool Stock Fund. This period of suspension is to begin on May 21, 2018, and is expected to end (i) during the week of May 28, 2018 for 401(k) Plan participants who do not participate in the tender offer and (ii) during the week of June 11, 2018 for 401(k) Plan participants who do participate in the tender offer.