

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE TO
TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934

WHIRLPOOL CORPORATION

(Name Of Subject Company (Issuer) And Filing Person (Offeror))

Common Stock, par value \$1.00 per share

(Title of Class of Securities)

963320106

(CUSIP Number of Common Stock)

Bridget K. Quinn

Assistant General Counsel and Corporate Secretary

Whirlpool Corporation

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(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

With a copy to:

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CALCULATION OF FILING FEE

Transaction Value*	Amount of Filing Fee*
N/A	N/A

* Pursuant to General Instruction D to Schedule TO, no filing fee is required because the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid.

Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: N/A Filing Party: N/A

Form or Registration No.: N/A Date Filed: N/A

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

third-party tender offer subject to Rule 14d-1.

issuer tender offer subject to Rule 13e-4.

going-private transaction subject to Rule 13e-3.

amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third Party Tender Offer)

On April 24, 2018, certain executives from Whirlpool Corporation, a Delaware corporation (“Whirlpool” or the “Company”), on an earnings call commencing at 8:00 a.m. Eastern Time via teleconference and live audio webcast, discussed among other things the Company’s intention to commence a modified Dutch auction tender offer for up to \$1 billion in value of shares of its common stock. An excerpted transcript of portions of the conference call relating to the tender offer is included as Exhibit 99.1 to this Schedule TO.

Additional Information Regarding the Tender Offer

The tender offer described in this communication (the “Offer”) has not yet commenced. This communication is for informational purposes only. This communication is not a recommendation to buy or sell Whirlpool common stock or any other securities, and it is neither an offer to purchase nor a solicitation of an offer to sell Whirlpool common stock or any other securities. On the commencement date of the Offer, Whirlpool will file a tender offer statement on Schedule TO, including an offer to purchase, letter of transmittal and related materials, with the United States Securities and Exchange Commission (the “SEC”). The Offer will only be made pursuant to the offer to purchase, letter of transmittal and related materials filed as a part of the Schedule TO. Stockholders should read carefully the offer to purchase, letter of transmittal and related materials because they contain important information, including the various terms of, and conditions to, the Offer. Once the Offer is commenced, stockholders will be able to obtain a free copy of the tender offer statement on Schedule TO, the offer to purchase, letter of transmittal and other documents that Whirlpool will be filing with the SEC at the SEC’s website at www.sec.gov or from Whirlpool’s website at www.whirlpoolcorp.com.

Exhibit

Exhibit No. _____ Description _____

99.1 [Excerpted Transcript of Portions of Whirlpool Corporation Earnings Conference Call held on April 24, 2018](#)

Exhibit 99.1

The following is an excerpted transcript of portions of the earnings conference call held at 8:00 a.m. Eastern Time on April 24, 2018, by Whirlpool Corporation. It does not purport to be a complete or error-free statement or summary of the conference call.

Marc Bitzer, Chief Executive Officer:

We have secured financing in an amount similar to the anticipated net proceeds from [the Embraco sale] transaction, which we intend to use to significantly increase share repurchases in the second quarter through a modified Dutch Auction tender offer targeting \$1 billion. The impact of this tender offer is not reflected in the guidance we issued last night.

James Peters, Chief Financial Officer:

We have secured financing of an amount similar to the transaction amount and we intend to execute a modified Dutch Auction tender offer of up to \$1 billion under our current share repurchase authorization, with an anticipated purchase price not less than \$150 per share and not more than \$170 per share, subject to market conditions.

Marc Bitzer, Chief Executive Officer:

And in a certain way, you also got to look at the tender auction as we feel very confident of our business, that's why we go out with a very significant buyback of our shares.

James Peters, Chief Financial Officer:

We look at the different mechanisms and we believe that the modified Dutch tender offer is the most efficient and effective way to repurchase a large amount of shares very quickly in the market. It's beneficial to both us and the shareholders in the way that we do it. And again, it sets – the price, it was pretty close to today's trading price. And then, with a range on it, that we feel is – will be effective in terms of achieving what we want to achieve from a capital allocation perspective.

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Whirlpool Corporation Additional Information

This document contains forward-looking statements about Whirlpool that speak only as of the communication made. Whirlpool disclaims any obligation to update these statements except as required by law. Forward-looking statements in this document may include, but are not limited to, statements regarding Offer pricing, benefits and timing. Many risks, contingencies and uncertainties could cause actual results to differ materially from Whirlpool’s forward-looking statements. Among these factors are: the risk that the Offer will not commence timely, and that the Offer will not be successful. Additional information concerning these and other factors can be found in Whirlpool’s filings with the U.S. Securities and Exchange Commission, including the most recent annual report on Form 10-K (including the information set forth under the caption “Risk Factors”), quarterly reports on Form 10-Q, and current reports on Form 8-K.