

TENNECO INC  
Form 8-K  
June 03, 2008

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**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): May 30, 2008**

**TENNECO INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

1-12387  
(Commission File Number)

76-0515284  
(I.R.S. Employer of  
Incorporation Identification No.)

500 NORTH FIELD DRIVE, LAKE FOREST,  
ILLINOIS

(Address of Principal Executive Offices)

60045

(Zip Code)

Registrant's telephone number, including area code: (847) 482-5000

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))
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Press Release

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**Item 8.01 Other.**

On May 30, 2008, Tenneco Inc. announced that it closed on the purchase of certain ride control assets and inventory from Delphi Automotive Systems LLC at Delphi's Kettering, Ohio facility. A copy of the company's press release is attached as Exhibit 99.1 to this Current Report and is incorporated herein.

On June 2, 2008, Tenneco also announced that it commenced an offer to exchange up to \$250 million principal amount of its 8.125% Senior Notes due 2015, which have been registered under the Securities Act of 1933, for and in replacement of all outstanding 8.125% Senior Notes due 2015, which were issued on November 20, 2007 in a private placement. A copy of the company's press release is attached as Exhibit 99.2 to this Current Report and is incorporated herein.

**Item 9.01 Financial Statements and Exhibits**

Exhibit No.	Description
99.1	Press release dated May 30, 2008
99.2	Press release dated June 2, 2008

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SIGNATURES

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.

TENNECO INC.

Date: June 3, 2008

By: /s/ David A. Wardell  
David A. Wardell  
Senior Vice President, General Counsel  
and Corporate Secretary