
**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): November 15, 2024

CATERPILLAR FINANCIAL SERVICES CORPORATION

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware
(STATE OR OTHER
JURISDICTION OF
INCORPORATION)

001-11241
(COMMISSION FILE
NUMBER)

37-1105865
(IRS EMPLOYER
IDENTIFICATION
NUMBER)

2120 West End Avenue, Nashville, Tennessee 37203-0001
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

Registrant's telephone number, including area code: (615) 341-1000

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))

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of each class</u> | <u>Trading Symbol(s)</u> | <u>Name of each exchange on which registered</u> |
|---|------------------------------|--|
| Medium-Term Notes, Series K, 4.850% Notes Due 2029 | CAT/29 | New York Stock Exchange |

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 8.01 Other Events.

Exhibits are filed herewith in connection with the issuance on November 15, 2024 by Caterpillar Financial Services Corporation (the “Company”) of (i) \$450,000,000 aggregate principal amount of its Medium-Term Notes, Series K, Floating Rate Notes due 2027 (the “2027 Floating Rate Notes”), (ii) \$950,000,000 aggregate principal amount of its Medium-Term Notes, Series K, 4.600% Notes due 2027 (the “2027 Fixed Rate Notes”) and (iii) \$900,000,000 aggregate principal amount of its Medium-Term Notes, Series K, 4.700% Notes due 2029 (the “2029 Fixed Rate Notes”) and, together with the 2027 Floating Rate Notes and the 2027 Fixed Rate Notes, the “Notes”) pursuant to the Company’s previously filed Registration Statement on Form S-3 (Registration No. 333-270934) (the “Registration Statement”) and the related Prospectus dated March 29, 2023, Prospectus Supplement dated March 29, 2023 and Pricing Supplements each dated November 12, 2024 relating to the 2027 Floating Rate Notes, the 2027 Fixed Rate Notes and the 2029 Fixed Rate Notes.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits. The following Exhibits are filed as part of this Report and as Exhibits to the Registration Statement:

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|--|
| 5.1 | Opinion of Sidley Austin LLP, as to the legality of the Notes. |
| 23.1 | Consent of Sidley Austin LLP (included as part of Exhibit 5.1). |
| 104 | The cover page from this Current Report on Form 8-K, formatted in Inline XBRL. |

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.

Caterpillar Financial Services Corporation

By: /s/ James M. Rooney

Name: James M. Rooney

Title: Secretary

Date: November 15, 2024

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November 15, 2024

Caterpillar Financial Services Corporation
2120 West End Avenue
Nashville, Tennessee 37203-0001

Re: Caterpillar Financial Services Corporation
Registration Statement on Form S-3

Ladies and Gentlemen:

This opinion is furnished in connection with the issuance and sale by Caterpillar Financial Services Corporation, a Delaware corporation (the “Company”), of (i) \$450,000,000 aggregate principal amount of its Medium-Term Notes, Series K, Floating Rate Notes due 2027 (the “2027 Floating Rate Notes”), (ii) \$950,000,000 aggregate principal amount of its Medium-Term Notes, Series K, 4.600% Notes due 2027 (the “2027 Fixed Rate Notes”) and (iii) \$900,000,000 aggregate principal amount of its Medium-Term Notes, Series K, 4.700% Notes due 2029 (the “2029 Fixed Rate Notes”) and, together with the 2027 Floating Rate Notes and the 2027 Fixed Rate Notes, the “Notes”) pursuant to the Company’s Registration Statement on Form S-3, Registration No. 333-270934 (the “Registration Statement”), the Prospectus constituting a part thereof, dated March 29, 2023, relating to the offering from time to time of debt securities of the Company pursuant to Rule 415 promulgated under the Securities Act of 1933, as amended (the “Act”), the Prospectus Supplement, dated March 29, 2023, to the above-mentioned Prospectus relating to the Company’s Medium-Term Notes, Series K and filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 424 promulgated under the Act, the Pricing Supplements, each dated November 12, 2024, to the above mentioned Prospectus and Prospectus Supplement, relating to the 2027 Floating Rate Notes, the 2027 Fixed Rate Notes and the 2029 Fixed Rate Notes, respectively, and filed with the Commission pursuant to Rule 424 promulgated under the Act (the Prospectus dated March 29, 2023, the Prospectus Supplement dated March 29, 2023 relating to the Company’s Medium-Term Notes, Series K and the applicable Pricing Supplement dated November 12, 2024, being hereinafter together referred to as the “Prospectus” as to the applicable Notes), and the Indenture, dated as of March 29, 2023 (the “Indenture”), between the Company and U.S. Bank Trust National Association (the “Trustee”). The Notes are to be issued in substantially the form filed as an exhibit to the Registration Statement (with the maturities, interest rate or interest rate basis, as applicable, and other terms of the Notes appropriately provided for).

We have examined the Registration Statement, each Prospectus, the Indenture, the forms of the Notes (with the maturities, interest rate or interest rate basis, as applicable, and other terms provided for) and such other instruments, documents, and records which we deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed the following: (a) the authenticity of original documents and the genuineness of all signatures; (b) the conformity to the originals of all documents submitted to us as copies; and (c) the truth, accuracy, and completeness of the information, representations, and warranties contained in the records, documents, instruments, and certificates we have reviewed.

Sidley Austin (NY) LLP is a Delaware limited liability partnership doing business as Sidley Austin LLP and practicing in affiliation with other Sidley Austin partnerships.

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Based on such examination, we are of the opinion that, when the Notes have been executed and issued by the Company and authenticated by the Trustee pursuant to the Indenture, and delivered against payment as contemplated in the applicable Pricing Supplement, the Notes will constitute valid and binding obligations of the Company, enforceable in accordance with their terms, subject to bankruptcy, insolvency, reorganization, moratorium, fraudulent conveyance, fraudulent transfer and other similar laws relating to or affecting creditors' rights generally and to general equitable principles (regardless of whether considered in a proceeding in equity or at law), including concepts of reasonableness, good faith and fair dealing and the possible unavailability of specific performance or injunctive relief.

The foregoing opinion is given as of the date hereof and is limited to matters arising under the laws of the State of New York and the General Corporation Law of the State of Delaware as in effect on the date hereof. We hereby consent to the filing of this opinion as an exhibit to the above-referenced Registration Statement and to the use of our name wherever it appears in the Registration Statement. In giving such consent, we do not thereby admit that we are within the category of persons whose consent is required by Section 7 of the Act or the related rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, including this opinion as an exhibit or otherwise.

Very truly yours,

/s/ Sidley Austin LLP