
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: January 9, 2025

(Date of earliest event reported)

JOHN DEERE CAPITAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

1-6458
(Commission File Number)

36-2386361
(IRS Employer Identification No.)

P.O. Box 5328
Madison, Wisconsin 53705-0328
(Address of principal executive offices and zip code)

(800) 438-7394
(Registrant's telephone number, including area code)

(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))

SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE ACT:

Title of each class	Trading symbol	Name of each exchange on which registered
2.00% Senior Notes Due 2031	JDCC 31	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 9.01 Financial Statements and Exhibits.

Exhibits are filed herewith in connection with the issuance by John Deere Capital Corporation (the “Company”), on January 9, 2025, of \$400,000,000 aggregate principal amount of 4.500% Fixed Rate Senior Notes due January 8, 2027 and \$500,000,000 aggregate principal amount of 4.650% Fixed Rate Senior Notes due January 7, 2028, pursuant to the Company’s automatic shelf registration statement on Form S-3 (No. 333-272130) (as amended by Post-Effective Amendment No. 1 dated May 23, 2023, the “Registration Statement”).

(d) Exhibits

The following exhibits are incorporated by reference into the Registration Statement as exhibits thereto and are filed as part of this Current Report:

<u>Number</u>	<u>Description of Exhibit</u>
5.1	Opinion of Kirkland & Ellis LLP
23.1	Consent of Kirkland & Ellis LLP (included in Exhibit 5.1)
104	Cover Page Interactive Data File (the cover page XBRL tags are imbedded in the Inline XBRL document)

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.

JOHN DEERE CAPITAL CORPORATION

By: /s/ Julie M. Rosales

Julie M. Rosales
Assistant Secretary

Dated: January 9, 2025

KIRKLAND & ELLIS LLP
AND AFFILIATED PARTNERSHIPS

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January 9, 2025

John Deere Capital Corporation
P.O. Box 5328
Madison, Wisconsin 53705

Re: Registration Statement on Form S-3ASR

Ladies and Gentlemen:

We are issuing this opinion letter in our capacity as legal counsel to John Deere Capital Corporation, a Delaware corporation (the “Company”), in connection with the issuance and sale by the Company of \$400,000,000 aggregate principal amount of 4.500% Fixed Rate Senior Notes due January 8, 2027 (the “Two-Year Fixed Rate Notes”) and \$500,000,000 aggregate principal amount of 4.650% Fixed Rate Senior Notes due January 7, 2028 (together with the Two-Year Fixed Rate Notes, the “Notes”) under the Securities Act of 1933, as amended (the “Securities Act”).

In that connection, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of this opinion, including (i) the certificate of incorporation and by-laws of the Company, (ii) the registration statement on Form S-3ASR (No. 333-272130) (as amended by Post-Effective Amendment No. 1 dated May 23, 2023 and as may be further amended or supplemented, the “Registration Statement”) to which this letter is an exhibit, (iii) the indenture, dated March 15, 1997, between the Company and The Bank of New York Mellon (formerly known as the Bank of New York, successor trustee to The Chase Manhattan Bank), as trustee (the “Trustee”), as supplemented by the first supplemental indenture dated as of April 21, 2011 between the Company and the Trustee, the second supplemental indenture dated as of April 17, 2014 between the Company and Trustee and the third supplemental indenture dated as of April 7, 2017 between the Company and Trustee (the “Indenture”), and (iv) copies of the Notes.

For purposes of this opinion, we have assumed the authenticity of all documents submitted to us as originals, the conformity to the originals of all documents submitted to us as copies and the authenticity of the originals of all documents submitted to us as copies. We have also assumed the legal capacity of all natural persons, the genuineness of the signatures of persons signing all documents in connection with which this opinion is rendered, the authority of such persons signing on behalf of the parties thereto other than the Company and the due authorization, execution and delivery of all documents by the parties thereto other than the Company. We have not independently established or verified any facts relevant to the opinion expressed herein, but have relied upon statements and representations of officers and other representatives of the Company and others.

KIRKLAND & ELLIS LLP

John Deere Capital Corporation
January 9, 2025
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Our opinion expressed below is subject to the qualifications that we express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, insolvency, reorganization, fraudulent transfer, fraudulent conveyance, moratorium or other similar law affecting the enforcement of creditors' rights generally, (ii) general principals of equity (regardless of whether enforcement is considered in a proceeding in equity or at law) and (iii) public policy considerations that may limit the rights of parties to obtain certain remedies.

Based upon and subject to the foregoing qualifications, assumptions and limitations and the further limitations set forth below, we are of the opinion that the Notes have been duly authorized and are binding obligations of the Company.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K and to its incorporation into the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Securities and Exchange Commission.

We have also assumed that the execution and delivery of the Indenture and the Notes and the performance by the Company of its obligations thereunder do not and will not violate, conflict with or constitute a default under any agreement or instrument to which the Company is bound.

Our advice on every legal issue addressed in this letter is based exclusively on the internal law of the State of New York and the General Corporation Law of the State of Delaware. We do not find it necessary for purposes of this opinion, and accordingly we do not purport to cover herein, the application of the securities or "blue sky" laws of the various states to the sale of the Notes.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein. This opinion speaks only as of the date hereof, and we assume no obligation to revise or supplement this opinion. This opinion is furnished to you in connection with the filing of the Company's Current Report on Form 8-K, which is incorporated into the Registration Statement, and in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and is not to be used, circulated, quoted or otherwise relied upon for any other purposes.

Sincerely,

/s/ Kirkland & Ellis LLP

KIRKLAND & ELLIS LLP
