

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 17, 2021**

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 No.)

2120 West End Avenue, Nashville, Tennessee

(Address of principal executive offices)

37203-0001

(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Medium-Term Notes, Series H, 3.300% Notes Due 2024	CAT/24	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 May 17, 2021, by Caterpillar Financial Services Corporation (the “Company”) of (i) \$1,000,000,000 aggregate principal amount of its Medium-Term Notes, Series J, Floating Rate Notes due 2022 (the “2022 Floating Rate Notes”), (ii) \$500,000,000 aggregate principal amount of its Medium-Term Notes, Series J, Floating Rate Notes due 2024 (the “2024 Floating Rate Notes”) and (iii) \$1,100,000,000 aggregate principal amount of its Medium-Term Notes, Series J, 0.450% Notes due 2024 (the “2024 Fixed Rate Notes” and, together with the 2022 Notes and the 2024 Floating Rate Notes, the “Notes”) pursuant to the Company’s previously filed Registration Statement on Form S-3 (Registration No. 333-237475) (the “Registration Statement”) and the related Prospectus dated March 30, 2020, Prospectus Supplement dated March 30, 2020 and Pricing Supplements (i) dated May 10, 2021 and May 13, 2021 relating to the 2022 Floating Rate Notes and (ii) dated May 10, 2021 relating to the 2024 Floating Rate Notes and the 2024 Fixed Rate Notes, respectively.

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).

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, thereunto duly authorized.

CATERPILLAR FINANCIAL SERVICES CORPORATION

Date: May 17, 2021

By: /s/ Jennifer K. Schott
Jennifer K. Schott
Secretary



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AMERICA ASIA PACIFIC EUROPE

May 17, 2021

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) \$1,000,000,000 aggregate principal amount of its Medium-Term Notes, Series J, Floating Rate Notes due 2022 (the “2022 Floating Rate Notes”), (ii) \$500,000,000 aggregate principal amount of its Medium-Term Notes, Series J, Floating Rate Notes due 2024 (the “2024 Floating Rate Notes”) and (iii) \$1,100,000,000 aggregate principal amount of its Medium-Term Notes, Series J, 0.450% Notes due 2024 (the “2024 Fixed Rate Notes”) and, together with the 2022 Floating Rate Notes and the 2024 Floating Rate Notes, the “Notes”) pursuant to the Company’s Registration Statement on Form S-3, Registration No. 333-237475 (the “Registration Statement”), the Prospectus constituting a part thereof, dated March 30, 2020, 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 30, 2020, to the above-mentioned Prospectus relating to the Company’s Medium-Term Notes, Series J and filed with the Securities and Exchange Commission (the “Commission”) pursuant to Rule 424 promulgated under the Act, the Pricing Supplements, (i) dated May 10, 2021 and May 13, 2021, to the above mentioned Prospectus and Prospectus Supplement, relating to the 2022 Floating Rate Notes and (ii) each dated May 10, 2021 to the above mentioned Prospectus and Prospectus Supplement, relating to the 2024 Floating Rate Notes and the 2024 Fixed Rate Notes, respectively, and filed with the Commission pursuant to Rule 424 promulgated under the Act (the Prospectus dated March 30, 2020, the Prospectus Supplement dated March 30, 2020 relating to the Company’s Medium-Term Notes, Series J and the applicable Pricing Supplement dated May 10, 2021 or May 13, 2021, as applicable, being hereinafter together referred to as the “Prospectus” as to the applicable Notes), and the Indenture, dated as of April 15, 1985, as supplemented by a First Supplemental Indenture, dated as of May 22, 1986, a Second Supplemental Indenture, dated as of March 15, 1987, a Third Supplemental Indenture, dated as of October 2, 1989, and a Fourth Supplemental Indenture, dated as of October 1, 1990 (collectively, the “Indenture”), between the Company and U.S. Bank Trust National Association, as successor trustee (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 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 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.

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

Consent of Sidley Austin LLP (included as part of Exhibit 5.1).