# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of October 2018

**Commission File Number: 1-31349** 

# **THOMSON REUTERS CORPORATION**

(Translation of registrant's name into English)

333 Bay Street, Suite 400 Toronto, Ontario M5H 2R2, Canada (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F □ Form 40-F ⊠

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

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.

## THOMSON REUTERS CORPORATION

(Registrant)

By: /s/ Marc E. Gold

Name:Marc E. GoldTitle:Assistant Secretary

Date: October 3, 2018

## EXHIBIT INDEX

| Exhibit<br><u>Number</u> | Description   |
|--------------------------|---|
| 99.1                     | News release dated October 3, 2018 – Thomson Reuters Announces Preliminary Results of its Substantial Issuer Bid/Tender Offer |
| 99.2                     | News release dated October 3, 2018 – Thomson Reuters Announces Early Tender Results for Debt Tender Offer                     |



## Thomson Reuters Announces Preliminary Results of its Substantial Issuer Bid/Tender Offer

**TORONTO, October 3, 2018** – Thomson Reuters (TSX/NYSE: TRI) today announced the preliminary results of its substantial issuer bid/tender offer (SIB) to purchase from shareholders for cancellation up to US\$9 billion of its outstanding common shares. The SIB expired at 11:59 p.m. (Toronto time) on October 2, 2018. Based on preliminary results, approximately US\$6.5 billion of shares were tendered under the SIB (including shares tendered by notice of guaranteed delivery).

In accordance with the terms and conditions of the SIB and based on a preliminary count by Computershare Trust Company of Canada, as depositary for the SIB, Thomson Reuters expects to take up and purchase for cancellation approximately 138.7 million shares at a purchase price of US\$47.00 per share. The shares expected to be purchased under the SIB represent approximately 19.8% of the shares issued and outstanding on a non-diluted basis at the time that the SIB was announced. After giving effect to the SIB, approximately 562 million shares are expected to be issued and outstanding.

The number of shares to be purchased under the SIB and the purchase price are preliminary, subject to verification by the depositary and assume that all shares tendered through notice of guaranteed delivery will be delivered within the two trading day settlement period. Thomson Reuters will announce the final results following completion of take-up of the shares.

The company's principal shareholder, The Woodbridge Company Limited and its affiliates (Woodbridge) made a proportionate tender, which maintains its proportionate equity ownership in Thomson Reuters of approximately 64% following completion of the SIB.

As the number of shares tendered under the SIB was less than the US\$9 billion target, Thomson Reuters plans to provide additional information regarding completing returns to shareholders in connection with announcing final results of the SIB on October 8, 2018.

This news release is for informational purposes only and does not constitute an offer to buy or the solicitation of an offer to sell shares.

## **Thomson Reuters**

Thomson Reuters (TSX/NYSE: TRI) is the world's leading provider of news and information-based tools to professionals. Our worldwide network of journalists and specialist editors keep customers up to speed on global developments, with a particular focus on legal, regulatory and tax changes. Thomson Reuters shares are listed on the Toronto and New York Stock Exchanges. For more information on Thomson Reuters, visit <u>tr.com</u> and for the latest world news, <u>reuters.com</u>.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this news release are forward-looking, including the final size and purchase price for the SIB, the expected number of shares outstanding after the SIB, and the company's expectation to provide additional returns to shareholders. These forward-looking statements are based on certain assumptions and reflect our company's current expectations. As a result, forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including other factors discussed in materials that Thomson Reuters from time to time files with, or furnishes to, the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission. There is no assurance that the SIB will be completed or that other events described in any forward-looking statement will materialize. Except as may be required by applicable law, Thomson Reuters disclaims any obligation to update or revise any forward-looking statements.



**Thomson Reuters Announces Preliminary Results of its Substantial Issuer Bid/Tender Offer** Page 2 of 2

## CONTACTS

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FOR IMMEDIATE RELEASE

#### Thomson Reuters Announces Early Tender Results for Debt Tender Offer

**TORONTO, October 3, 2018** – Thomson Reuters (TSX / NYSE: TRI) today announced early tender results for its previously announced cash tender offer (the "Tender Offer") to purchase up to an aggregate principal amount of US\$650 million (the "Maximum Amount") of debt securities listed in the table below (collectively, the "Notes"). As more than the Maximum Amount of Notes was validly tendered (and not validly withdrawn) at or before the Early Tender Deadline (as defined below), Thomson Reuters expects to accept for purchase approximately US\$650 million principal amount of Notes.

The Tender Offer is being made pursuant to, and subject to the terms and conditions in an offer to purchase, dated September 19, 2018 (the "Offer to Purchase"), which sets forth a description of the terms of the Tender Offer.

According to information received from D.F. King & Co., Inc., the Information and Tender Agent for the Tender Offer, the principal amount of each series of Notes that were validly tendered and not validly withdrawn in the Tender Offer as of 5:00 p.m., New York City time, on October 2, 2018 (the "Early Tender Deadline") for each Acceptance Priority Level being repurchased is set forth in the table below.

| Title of Security          | CUSIP<br>Number | Acceptance<br>Priority<br>Level | Aggregate Principal<br>Amount Outstanding Prior<br>to the Tender Offer | Aggregate<br>Principal<br>Amount<br>Tendered as of<br>the Early<br>Tender<br>Deadline | Percent of Amount<br>Outstanding<br>Tendered as of the<br>Early Tender<br>Deadline |
|----------------------------|-----------------|---------------------------------|--|---|--|
| 4.50% Notes due May 2043   | 884903BM6       | 1                               | US\$350,000,000  | US\$230,955,000   | 66.0%  |
| 3.95% Notes due Sept. 2021 | 884903BK0       | 2                               | US\$350,000,000  | US\$211,106,000   | 60.3%  |
| 3.85% Notes due Sept. 2024 | 884903BT1       | 3                               | US\$450,000,000  | US\$299,801,000   | 66.6%  |
| 3.35% Notes due May 2026   | 884903BV6       | 4                               | US\$500,000,000  | US\$185,027,000   | 37.0%  |
| 4.30% Notes due Nov. 2023  | 884903BQ7       | 5                               | US\$600,000,000  | US\$308,562,000   | 51.4%  |

Holders whose Notes were validly tendered and not withdrawn at or before the Early Tender Deadline and are accepted for purchase will receive the consideration to be calculated at 11:00 a.m., New York City time, on October 3, 2018. The settlement for these Notes is expected to take place on October 5, 2018 (the "Initial Settlement Date"), subject to the satisfaction or waiver of the conditions described in the Offer to Purchase under the heading "Terms of the Tender Offer—Conditions of the Tender Offer." The principal amount of each series of Notes that is purchased on the Initial Settlement Date will be determined in accordance with the acceptance priority levels and the proration procedures described in the Offer to Purchase.

As more than the Maximum Amount of Notes was validly tendered (and not validly withdrawn) at or before the Early Tender Deadline, Thomson Reuters will not accept for purchase any further tenders of Notes.

Notes validly tendered pursuant to the Tender Offer and not accepted for purchase due to the acceptance priority levels or due to proration will be promptly returned to the tendering holders.

## **Additional Information**

This news release is for informational purposes only and does not constitute an offer to tender for, or purchase, any notes or any other securities of Thomson Reuters. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation, or sale would be unlawful. The Tender Offer is being made solely pursuant to terms and conditions set forth in the Offer to Purchase.

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THOMSON REUTERS\*

## Thomson Reuters Announces Early Tender Results for Debt Tender Offer

Mizuho Securities USA LLC and Morgan Stanley & Co. LLC are serving as the Lead Dealer Managers in connection with the Tender Offer. BMO Capital Markets Corp. and RBC Capital Markets, LLC are serving as the Co-Dealer Managers in connection with the Tender Offer. Questions regarding the Tender Offer may be directed to Mizuho Securities USA LLC at 1-866-271-7403 (toll free in North America) or 1-212-205-7736 (collect) or to Morgan Stanley & Co. LLC at 1-800-624-1808 (toll free in North America) or 1-212-761-1057 (collect). Requests for the Offer to Purchase or the documents incorporated by reference therein may be directed to D.F. King & Co., Inc., which is acting as Information and Tender Agent for the Tender Offer, at the following telephone numbers: banks and brokers, 1-212-269-5550; all others toll free in North America at 1-800-330-5897 or at the following email address: tri@dfking.com.

None of Thomson Reuters, the Dealer Managers, the Information and Tender Agent or the trustees for the Notes has authorized any person to make any representations in connection with the Tender Offer other than as set forth in the Offer to Purchase.

#### **Thomson Reuters**

Thomson Reuters (TSX/NYSE: TRI) is the world's leading provider of news and information-based tools to professionals. Our worldwide network of journalists and specialist editors keep customers up to speed on global developments, with a particular focus on legal, regulatory and tax changes. Thomson Reuters shares are listed on the Toronto and New York Stock Exchanges. For more information on Thomson Reuters, visit tr.com and for the latest world news, <u>reuters.com</u>.

## SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this news release are forward-looking, including the timing, size and other terms of the Tender Offer. These forward-looking statements are based on certain assumptions and reflect Thomson Reuters' current expectations. As a result, forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations, including other factors discussed in materials that Thomson Reuters from time to time files with, or furnishes to, the Canadian securities regulatory authorities and the U.S. Securities and Exchange Commission. There is no assurance that the Tender Offer will be completed or that other events described in any forward-looking statement will materialize. Except as may be required by applicable law, Thomson Reuters disclaims any obligation to update or revise any forward-looking statements.

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