





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(d) On August 4, 2016, the Company's Board of Directors elected Jay L. Henderson as a director to serve until the May 2017 Annual Meeting and determined him to be independent. Mr. Henderson, age 60, retired as Vice Chairman, Client Service of PricewaterhouseCoopers LLP ("PwC") in June 2016, having served in that capacity since 2007. Previously, he served as PwC's Greater Chicago Market Managing Partner from 2003 to 2013 and Managing Partner of the Cleveland Office from 1993 to 2002. He is also a director of Northern Trust Corporation and has been nominated to stand for election as a director of The J.M. Smucker Company at the company's annual meeting of shareholders on August 17, 2016. Mr. Henderson has been appointed to the Audit and Corporate Governance & Nominating Committees of the Company.

Mr. Henderson will participate in the standard non-employee director compensation arrangements described in the Company's 2016 proxy statement.



SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ILLINOIS TOOL WORKS INC.

Dated: August 4, 2016 By: /s/ E. Scott Santi  
E. Scott Santi  
Chairman and Chief Executive Officer