
**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): February 28, 2017

Snap-on Incorporated

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

1-7724
(Commission
File Number)

39-0622040
(I.R.S. Employer
Identification No.)

2801 80th Street, Kenosha, Wisconsin 53143-5656
(Address of principal executive offices)

Registrant's telephone number, including area code: (262) 656-5200

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))
-
-

Item 8.01 Other Events.

On February 28, 2017, in connection with the filing by Snap-on Incorporated (the “Company”) with the Securities and Exchange Commission (the “SEC”) of a prospectus supplement to the base prospectus contained in its shelf registration statement on Form S-3 (File No. 333-208480), Quarles & Brady LLP issued a legality opinion related to the offer and potential future issuance by the Company of up to 500,000 additional shares of its common stock pursuant to the Snap-on Incorporated Franchisee Stock Purchase Plan (formerly known as the Franchised Dealer Stock Ownership Plan) (the “Plan”). As of the end of the 2015-2016 Plan year, 113,469 shares remained available for future issuance pursuant to the Plan (those shares were registered in December 2015). On August 4, 2016, the Company’s Board of Directors amended the Plan to increase the number of shares authorized for future issuance pursuant to the Plan by 500,000 shares.

The legality opinion is filed as Exhibit 5 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

- | | |
|----|--|
| 5 | Opinion of Quarles & Brady LLP |
| 23 | Consent of Quarles & Brady LLP (included in Exhibit 5) |

* * * * *

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 hereunto duly authorized.

SNAP-ON INCORPORATED

Date: February 28, 2017

By: /s/ Irwin M. Shur

Irwin M. Shur

Vice President, General Counsel and Secretary

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5	Opinion of Quarles & Brady LLP
23	Consent of Quarles & Brady LLP (included in Exhibit 5)

Quarles & Brady LLP
411 East Wisconsin Avenue
Milwaukee, WI 53202-4497
Phone: (414) 277-5000
Fax: (414) 271-3552
www.quarles.com

February 28, 2017

Snap-on Incorporated
2801 80th Street
Kenosha, Wisconsin 53143

Ladies and Gentlemen:

We are providing this opinion as outside counsel to Snap-on Incorporated, a Delaware corporation (the "Company"), in connection with the Registration Statement on Form S-3 (Registration No. 333-208480) (the "Registration Statement"), including the prospectus constituting a part thereof (the "Prospectus"), dated December 11, 2015, as supplemented by the prospectus supplement to be filed by the Company with the Securities and Exchange Commission (the "SEC") pursuant to the Securities Act of 1933, as amended (the "Securities Act"), related to the issuance of up to 500,000 additional shares of its common stock, \$1.00 par value (the "Common Stock"), pursuant to the Company's Franchisee Stock Purchase Plan (the "Plan") (the "Prospectus Supplement").

We have examined: (i) the Registration Statement; (ii) the Prospectus and the Prospectus Supplement; (iii) the Company's Restated Certificate of Incorporation, as amended through April 25, 2013, and the Company's Bylaws, as amended and restated as of April 25, 2013; (iv) the Plan; (v) the corporate proceedings relating to the amendment and restatement of the Plan and the authorization of the issuance of the Common Stock pursuant to the Plan; and (vi) such other documents and records and matters of law as we have deemed necessary in order to render this opinion. We have assumed the authenticity of all documents submitted to us as originals, the conformity to the original documents of all documents submitted to us as copies, the genuineness of all signatures on documents reviewed by us and the legal capacity of natural persons. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based on the foregoing, we are of the opinion that:

1. The Company is a corporation in good standing under the laws of the State of Delaware.
2. The shares of Common Stock that may be issued and sold pursuant to the Plan have been duly authorized and, when paid for in accordance with the provisions of the Plan, including the Company's receipt of consideration therefor in an amount not less than the par value thereof, will be validly issued, fully paid and nonassessable.

We consent to the deemed incorporation by reference of this opinion into the Registration Statement and to the use of our name under the caption "Legal Matters" in the Prospectus and the Prospectus Supplement. In giving our consent, we do not admit that we are "experts" within the meaning of Section 11 of the Securities Act or within the category of persons whose consent is required by Section 7 of the Securities Act.

Very truly yours,

/s/ Quarles & Brady LLP

QUARLES & BRADY LLP