

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-11** | Period of Report: **2013-01-11**
SEC Accession No. [000038009-13-00004](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

FORD MOTOR CREDIT CO LLC

CIK:[38009](#) | IRS No.: [381612444](#) | State of Incorp.:**DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: [001-06368](#) | Film No.: **13525160**
SIC: **6159** Miscellaneous business credit institution

Mailing Address
*ONE AMERICAN ROAD
DEARBORN MI 48126*

Business Address
*ONE AMERICAN ROAD
DEARBORN MI 48126
313-322-3000*

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 11, 2013
(Date of earliest event reported)

FORD MOTOR CREDIT COMPANY LLC
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of organization)

1-6368
(Commission File Number)

38-1612444
(IRS Employer Identification No.)

One American Road, Dearborn, Michigan
(Address of principal executive offices)

48126
(Zip Code)

Registrant's telephone number, including area code 313-322-3000

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 January 11, 2013, Ford Motor Credit Company LLC (the “Company”) issued and sold \$1,250,000,000 aggregate principal amount of 2.375% Notes due January 16, 2018 (the “Notes”), pursuant to the Company's effective registration statement on Form S-3 (Registration Statement No. 333-180342) previously filed with the Securities and Exchange Commission (the “Registration Statement”). A copy of the opinion of Corey M. MacGillivray, counsel to the Company, relating to the legality of the Notes is filed as Exhibit 5 to this Report.

The Company incorporates by reference the exhibits filed herewith into the Registration Statement pursuant to which the Notes were registered.

Item 9.01. Financial Statements and Exhibits.

The following exhibits are filed as part of this Report on Form 8-K.

<u>Designation</u>	<u>Description</u>	<u>Method of Filing</u>
Exhibit 5	Opinion of Corey M. MacGillivray, counsel to the Company	Filed with this Report
Exhibit 23.1	Consent of Corey M. MacGillivray (included in Exhibit 5).	Filed with this Report

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.

FORD MOTOR CREDIT COMPANY LLC

(Registrant)

Date: January 11, 2013

By: /s/ C. M. MacGillivray

C. M. MacGillivray

Assistant Secretary

EXHIBIT INDEX

<u>Designation</u>	<u>Description</u>	<u>Method of Filing</u>
Exhibit 5	Opinion of Corey M. MacGillivray, counsel to the Company	Filed with this Report
Exhibit 23.1	Consent of Corey M. MacGillivray (included in Exhibit 5).	Filed with this Report

Ford Motor Credit Company LLC

Corey M. MacGillivray
Assistant Secretary

One American Road
Dearborn, Michigan 48126
January 11, 2013

Ford Motor Credit Company LLC
One American Road
Dearborn, MI, 48126

Re: Registration Statement

Ladies and Gentlemen:

Reference is made to the Registration Statement on Form S-3 (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") on March 26, 2012, by Ford Motor Credit Company LLC (the "Company") for the registration of debt securities ("Debt Securities"). The Debt Securities are to be issued pursuant to the provisions of an Indenture dated as of February 1, 1985, as supplemented (the "Indenture"), between the Company and The Bank of New York Mellon, as Trustee (the "Trustee"). Pursuant to the terms of the Indenture, the Company has created as a series of Debt Securities its 2.375% Notes due January 16, 2018 in the aggregate principal amount of \$1,250,000,000 (the "Notes").

As Assistant Secretary of the Company, I am familiar with the Certificate of Formation and the Limited Liability Company Agreement of the Company and with the affairs of the Company. I also am familiar with the Company's action taken pursuant to Sections 2.01 and 3.01 of the Indenture to establish the Notes as a series of Debt Securities under the Indenture. I have also examined such other documents and instruments and have made such further investigation as I have deemed necessary or appropriate in connection with this opinion.

Based on the foregoing, it is my opinion that the Notes constitute legal, valid and binding obligations of the Company.

My opinion expressed herein is subject to the qualification that I express no opinion as to the applicability of, compliance with, or effect of (i) any bankruptcy, reorganization, insolvency, fraudulent transfer, fraudulent conveyance, moratorium or other similar law or judicially developed doctrine in this area (such as substantive consolidation or equitable subordination) affecting the enforcement of creditors' rights generally, (ii) general principles of equity (regardless of whether enforcement is considered in a proceeding in equity or at law), and (iii) public policy considerations which may limit the rights of parties to obtain certain remedies.

I wish to point out that I am a member of the Bar of the State of Michigan. I have made, or caused to be made, such investigation as I have deemed appropriate with respect to the laws of other jurisdictions in connection with the opinion expressed herein, and nothing has come to my attention in the course of such investigation which would lead me to question the correctness of such opinion.

I hereby consent to the filing of this opinion as Exhibit 5 to the Registration Statement. In giving this consent, I do not admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission issued thereunder.

Very truly yours,

/s/ Corey M. MacGillivray

Corey M. MacGillivray
Assistant Secretary