

# U-HAUL HOLDING CO /NV/

## **FORM 8-K** (Current report filing)

Filed 01/13/17 for the Period Ending 01/13/17

|             |  |
|-------------|--|
| Address     | 5555 KIETZKE LANE STE 100<br>RENO, NV, 89511         |
| Telephone   | 7756886300   |
| CIK         | 0000004457   |
| Symbol      | UHAL   |
| SIC Code    | 7510 - Services-Auto Rental and Leasing (No Drivers) |
| Industry    | Ground Freight & Logistics                           |
| Sector      | Industrials  |
| Fiscal Year | 03/31  |

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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): January 13, 2017

**AMERCO**

( *Exact name of registrant as specified in its charter* )

**Nevada**  
( *State or other jurisdiction of  
incorporation* )

**1-11255**  
( *Commission File Number* )

**88-0106815**  
( *I . R . S . Employer Identification No.*  )

**5555 Kietzke Lane, Ste. 100**  
**Reno, Nevada 89511**  
(Address s of principal executive offices including zip code )

**(775) 688-6300**  
( *Registrant's telephone number, including area code* )

**Not Applicable**  
( *Former name or former address if changed since last report* )

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))

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**Item 8.01 Other Events**

On January 13, 2017, AMERCO, a Nevada corporation (the “Company”), filed an “automatic shelf registration” (as defined in Rule 405 under the Securities Act of 1933, as amended) with the Securities and Exchange Commission (the “New Shelf Registration Statement”) to replace its previous shelf registration statement on Form S-3, scheduled to expire on January 17, 2017.

Pursuant to the New Shelf Registration Statement and prospectus supplements to a prospectus, each dated and filed with the Securities and Exchange Commission on January 13, 2017, the Company has offered up to an aggregate principal amount of \$ 6,601,100 of Fixed Rate Secured Notes Series UIC- 1E and 5E ; \$ 9,388,300 of Fixed Rate Secured Notes Series UIC- 11E, 12E, 13E, 15E, 20E, 21E, 24E, 25E, 26E, 27E, 28E, 29E, 30E and 31E ; and \$ 5,627,400 of Fixed Rate Secured Notes Series 1 F and 2 F (collectively, the “Notes”).

The Company is filing this Current Report on Form 8-K to report as an exhibit a copy of the opinion and consent of Jennifer M. Settles, Secretary of the Company, as to the validity of the Notes, which is incorporated by reference into the New Shelf Registration Statement and filed as Exhibit 5.1 hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b><u>Exhibit No.</u></b> | <b><u>Description</u></b>   |
|---------------------------|---|
| 5.1                       | Opinion of Jennifer M. Settles , Secretary of AMERCO.                           |
| 23.1                      | Consent of Jennifer M. Settles , Secretary of AMERCO (included in 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 hereunto duly authorized.

**AMERCO**  
(Registrant)

Date: January 13, 2017

By: /s/ Jason A. Berg  
Jason A. Berg  
Chief Financial Officer

## EXHIBIT INDEX

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AMERCO  
5555 Kietzke Lane, Suite 100  
Reno, Nevada 89511

January 13, 2017

Ladies and Gentlemen:

I am Secretary of AMERCO, a Nevada corporation (the “**Company**”), and have served as counsel to the Company in connection with the registration under the Securities Act of 1933, as amended (the “**Act**”), of the Company’s aggregate principal amount of up to \$6,601,100 of Fixed Rate Secured Notes Series UIC-1E and 5E; \$9,388,300 of Fixed Rate Secured Notes Series UIC-11E, 12E, 13E, 15E, 20E, 21E, 24E, 25E, 26E, 27E, 28E, 29E, 30E and 31E; and \$5,627,400 of Fixed Rate Secured Notes Series 1F and 2F (collectively, the “**Notes**”). As the Company’s counsel, I have examined such corporate records, certificates and other documents, and such questions of law, as I have considered necessary or appropriate for the purposes of this opinion.

Upon the basis of such examination, I advise you that, in my opinion, the Notes constitute valid and legally binding obligations of the Company, subject to bankruptcy, insolvency, fraudulent transfer, reorganization, moratorium and similar laws of general applicability relating to or affecting creditors’ rights and to general equity principles.

The foregoing opinion is limited to the laws of the States of Nevada and New York, and I am expressing no opinion as to the effect of the laws of any other jurisdiction.

I have relied as to certain factual matters on information obtained from public officials, officers of the Company and other sources believed by me to be responsible, and I have assumed that the Base Indenture dated as of February 14, 2011 (as amended and supplemented, the “**Indenture**”) by and between the Company and U.S. Bank National Association, as trustee (the “**Trustee**”) under which the Notes were issued has been duly authorized, executed and delivered by the Trustee thereunder.

I hereby consent to the filing of this opinion as an exhibit to a Current Report on Form 8-K to be incorporated by reference into the Registration Statement on Form S-3ASR, filed with the Securities and Exchange Commission on January 13, 2017 (File No. 333- 215546 ) (the “**Registration Statement**”), and to all references to me, if any, included in or made a part of the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Act.

Very truly yours,  
/s/ Jennifer M. Settles  
Jennifer M. Settles, Secretary

Refer to Exhibit 5.1.