

AT&T INC.
Form 8-K
June 11, 2014

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) June 11, 2014

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-8610

43-1301883

**(State or Other Jurisdiction
of Incorporation)**

(Commission File Number)

**(IRS Employer
Identification No.)**

208 S. Akard St.,

Dallas, Texas

75202

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (210) 821-4105

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 (see General Instruction A.2. below):

- .. 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.

Throughout this document, AT&T Inc. is referred to as AT&T. On June 11, 2014, AT&T closed its sale of 1,600,000,000 principal amount of its 2.400% Global Notes due 2024 (the 2024 Notes) and 500,000,000 principal amount of its 3.375% Global Notes due 2034 (the 2034 Notes , and, together with the 2024 Notes, the Notes) pursuant to the Underwriting Agreement, dated June 4, 2014 (the Underwriting Agreement), between AT&T and Barclays Bank PLC, BNP Paribas, Credit Suisse Securities (Europe) Limited, UBS Limited, Deutsche Bank AG, London Branch, Muriel Siebert & Co., Inc., Samuel A. Ramirez & Company, Inc., CastleOak Securities, L.P. and The Williams Group, L.P., as the several Underwriters. The Notes were issued pursuant to that certain Indenture, dated as of May 15, 2013, between AT&T Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee. The Notes have been registered under the Securities Act of 1933 (the Act) pursuant to a Registration Statement on Form S-3 (No. 333-187350) previously filed with the Securities and Exchange Commission (the Commission) under the Act. Copies of the Underwriting Agreement, the form of Note and the opinion of our General Counsel as to the validity of the Notes are filed as exhibits hereto and incorporated herein by reference. AT&T is filing this Current Report on Form 8-K so as to file with the Commission certain items that are to be incorporated by reference into its Registration Statement.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are filed as part of this report:

(d) Exhibits

- 1.1 Underwriting Agreement, dated June 4, 2014
- 4.1 Form of 2.400% Global Note due 2024
- 4.2 Form of 3.375% Global Note due 2034
- 5.1 Opinion of Mr. Wayne Watts, Senior Executive Vice President and General Counsel, AT&T Inc., as to the validity of the Notes
- 23.1 Consent of Mr. Wayne Watts, Senior Executive Vice President and General Counsel, AT&T Inc. (included in Exhibit 5.1)

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.

AT&T INC.

Date: June 11, 2014

By: /s/ Paul W. Stephens
Paul W. Stephens
Senior Vice President and Controller