

AFLAC INC  
Form 8-K  
January 19, 2017

**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 18, 2017**

**Aflac Incorporated**

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

**Georgia**  
**(State or other jurisdiction)**

**001-07434**  
**(Commission)**

**58-1167100**  
**(IRS Employer)**

**of incorporation)**

**File Number)**

**Identification No.)**

**1932 Wynnton Road, Columbus, Georgia**  
**(Address of principal executive offices)**

**706.323.3431**

**31999**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

**(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))

**ITEM 1.01 Entry into a Material Definitive Agreement**

On January 18, 2017, Aflac Incorporated (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with the several underwriters named therein (the Underwriters ), for whom Merrill Lynch International, Mizuho International plc, Morgan Stanley & Co. International plc and SMBC Nikko Securities America, Inc. are acting as representatives, related to the offering, issuance and sale of ¥60,000,000,000 aggregate principal amount of its 0.932% Senior Notes due 2027. The Underwriting Agreement contains customary terms, conditions, representations and warranties and indemnification provisions.

This offering is being made pursuant to the Company s Registration Statement on Form S-3 (No. 333-203839) (the Registration Statement ), prospectus dated May 4, 2015, and related prospectus supplement dated January 18, 2017 filed with the Securities and Exchange Commission.

The Underwriters and their respective affiliates are full service financial institutions engaged in various activities, including securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing, market making, brokerage and other financial and non-financial activities and services. Certain of the Underwriters and their respective affiliates have, from time to time, performed, and may in the future perform, various financial advisory, commercial banking and investment banking services for the Company, and for persons and entities with relationships with the Company, for which they received or will receive customary fees and expenses.

The Underwriting Agreement is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. The description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to such exhibit.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 - Underwriting Agreement, dated January 18, 2017, between Aflac Incorporated and the several underwriters named therein, for whom Merrill Lynch International, Mizuho International plc, Morgan Stanley & Co. International plc and SMBC Nikko Securities America, Inc. are acting as representatives.

**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.

January 18, 2017

Aflac Incorporated

/s/ Kenneth S. Janke  
(Kenneth S. Janke)

Executive Vice President, Treasurer

and Head of Corporate Finance and Development

EXHIBIT INDEX:

- 1.1 - Underwriting Agreement, dated January 18, 2017, between Aflac Incorporated and the several underwriters named therein, for whom Merrill Lynch International, Mizuho International plc, Morgan Stanley & Co. International plc and SMBC Nikko Securities America, Inc. are acting as representatives.