

AT&T INC.
Form 8-K
October 27, 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) October 27, 2017

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

1-8610
(Commission

File Number)

43-1301883
(IRS Employer

Identification No.)

208 S. Akard St., Dallas, Texas
(Address of Principal Executive
Offices)

75202
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

Throughout this document, AT&T Inc. is referred to as AT&T. On October 27, 2017, AT&T closed its sale of \$1,150,000,000 aggregate principal amount of its 5.350% Global Notes due 2066 (the Firm Notes) pursuant to the Underwriting Agreement, dated October 25, 2017 (the Underwriting Agreement), between AT&T and Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. LLC, Wells Fargo Securities, LLC, RBC Capital Markets, LLC and UBS Securities LLC as the representatives of the several Underwriters.

Pursuant to the Underwriting Agreement, AT&T granted the Underwriters the option to purchase up to an additional \$172,500,000 aggregate principal amount of its 5.350% Global Notes due 2066, which they may exercise within 30 days of the date of the prospectus supplement (together with the Firm Notes, the Notes), solely to cover over-allotments, if any.

The Notes were issued pursuant to that certain Indenture, dated as of May 15, 2013, between AT&T and The Bank of New York Mellon Trust Company, N.A., as Trustee. The Notes have been registered under the Securities Act of 1933, as amended (the Act) pursuant to a Registration Statement on Form S-3 (No. 333-209718) previously filed with the Securities and Exchange Commission (the Commission) under the Act. Copies of the Underwriting Agreement, the form of Notes and the opinion of our Associate 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 October 25, 2017
- 4.1 Form of 5.350% Global Note due 2066
- 5.1 Opinion of Mr. Wayne A. Wirtz, Vice President Associate General Counsel and Assistant Secretary, AT&T Inc., as to the validity of the Notes
- 23.1 Consent of Mr. Wayne A. Wirtz, Vice President Associate General Counsel and Assistant Secretary (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: October 27, 2017

By: /s/ George B. Goeke
George B. Goeke
Senior Vice President and Treasurer