

WALT DISNEY CO/  
Form 8-K  
August 19, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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):

**August 17, 2011**

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**The Walt Disney Company**

(Exact name of registrant as specified in its charter)

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

**1-11605**  
(Commission File Number)

**No. 95-4545390**  
(IRS Employer  
Identification No.)

**500 South Buena Vista Street**

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**Burbank, California 91521**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(818) 560-1000**

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))
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**Item 8.01. Other Events.**

On August 17, 2011, The Walt Disney Company (the Company) entered into a Terms Agreement with Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein, with respect to the offer and sale of \$750,000,000 aggregate principal amount of its 1.350% Global Notes Due 2016 (the 2016 Notes), \$750,000,000 aggregate principal amount of its 2.750% Global Notes Due 2021 (the 2021 Notes) and \$350,000,000 aggregate principal amount of its 4.375% Global Notes Due 2041 (the 2041 Notes, together with the 2016 Notes and the 2021 Notes, the Notes). The 2016 Notes were offered to the public at 99.206% of par and proceeds to the Company with respect to the 2016 Notes net of underwriting discounts and commissions of 0.350%, before expenses, was 98.856% of par. The 2021 Notes were offered to the public at 98.717% of par and proceeds to the Company with respect to the 2021 Notes net of underwriting discounts and commissions of 0.450%, before expenses, was 98.267% of par. The 2041 Notes were offered to the public at 99.011% of par and proceeds to the Company with respect to the 2041 Notes net of underwriting discounts and commissions of 0.875%, before expenses, was 98.136% of par. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement on Form S-3 (File No. 333-171048) of the Company. The Notes are being issued pursuant to a Senior Debt Securities Indenture, dated as of September 24, 2001, between the Company and Wells Fargo Bank, National Association, as trustee.

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

**(d) Exhibits.**

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Terms Agreement, dated August 17, 2011, between The Walt Disney Company and Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein. |
| 4.1         | Form of 1.350% Global Notes Due 2016.   |
| 4.2         | Form of 2.750% Global Notes Due 2021.   |
| 4.3         | Form of 4.375% Global Notes Due 2041.   |
| 5.1         | Opinion of Dewey & LeBoeuf LLP relating to the Notes.   |
| 23.1        | Consent of Dewey & Leboeuf LLP (included in Exhibit 5.1 above).   |

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.

THE WALT DISNEY COMPANY

By: /s/ Roger J. Patterson  
Name: Roger J. Patterson  
Title: Managing Vice President, Counsel  
Registered In-House Counsel

Dated: August 19, 2011

EXHIBIT INDEX

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Terms Agreement, dated May 18, 2011, between The Walt Disney Company and Deutsche Bank Securities Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein. |
| 4.1                | Form of 1.350% Global Notes Due 2016.  |
| 4.2                | Form of 2.750% Global Notes Due 2021.  |
| 4.3                | Form of 4.375% Global Notes Due 2041.  |
| 5.1                | Opinion of Dewey & LeBoeuf LLP relating to the Notes.  |
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