

WALT DISNEY CO/  
Form 8-K  
February 13, 2012

**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):

**February 9, 2012**

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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**  
**Burbank, California 91521**

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(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 February 9, 2012, The Walt Disney Company (the Company) entered into a Terms Agreement with BNP Paribas Securities Corp., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein, with respect to the offer and sale of \$1,000,000,000 aggregate principal amount of its 1.125% Global Notes Due 2017 (the 2017 Notes) and \$400,000,000 aggregate principal amount of its 2.550% Global Notes Due 2022 (the 2022 Notes, together with the 2017 Notes, the Notes). The 2017 Notes were offered to the public at 99.040% of par and proceeds to the Company with respect to the 2017 Notes net of underwriting discounts and commissions of 0.350%, before expenses, was 98.690% of par. The 2022 Notes were offered to the public at 99.300% of par and proceeds to the Company with respect to the 2022 Notes net of underwriting discounts and commissions of 0.450%, before expenses, was 98.850% 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 February 9, 2012, between The Walt Disney Company and BNP Paribas Securities Corp., Deutsche Bank Securities Inc., HSBC Securities (USA) Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein. |
| 4.1         | Form of 1.125% Global Notes Due 2017.  |
| 4.2         | Form of 2.550% Global Notes Due 2022.  |
| 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: Associate General Counsel  
Registered In-House Counsel

Dated: February 13, 2012

EXHIBIT INDEX

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