

AMAZON COM INC
Form 8-K
November 29, 2012
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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**

November 26, 2012

DATE OF REPORT

(DATE OF EARLIEST EVENT REPORTED)

AMAZON.COM, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

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DELAWARE
(STATE OR OTHER JURISDICTION)

000-22513
(COMMISSION)

91-1646860
(IRS EMPLOYER)

(OF INCORPORATION)

(FILE NO.)

(IDENTIFICATION NO.)

410 TERRY AVENUE NORTH, SEATTLE, WASHINGTON 98109-5210

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES, INCLUDING ZIP CODE)

(206) 266-1000

(REGISTRANT S TELEPHONE NUMBER, INCLUDING AREA CODE)

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))

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Item 8.01 Other Events.

On November 29, 2012, Amazon.com, Inc. (the Company) closed the sale of \$750,000,000 aggregate principal amount of its 0.650% notes due 2015 (the 2015 Notes), \$1,000,000,000 aggregate principal amount of its 1.200% notes due 2017 (the 2017 Notes) and \$1,250,000,000 aggregate principal amount of its 2.500% notes due 2022 (the 2022 Notes and, together with the 2015 Notes and the 2017 Notes, the Notes) pursuant to an underwriting agreement dated November 26, 2012 (the Underwriting Agreement) among the Company and Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein. The sale of the Notes was registered under the Company's registration statement on Form S-3 filed on November 26, 2012 (File No. 333-185137).

The aggregate public offering price of the Notes was \$2.982 billion and the estimated net proceeds from the offering were approximately \$2.973 billion, after deducting underwriting discounts from the public offering price. The Notes were issued pursuant to an indenture dated as of November 29, 2012 (the Indenture) between the Company and Wells Fargo Bank, National Association, as trustee (the Trustee), together with the officers' certificate dated as of November 29, 2012 issued pursuant thereto establishing the terms of each series of the Notes (the Officers Certificate).

The foregoing descriptions of the Underwriting Agreement, the Indenture, and the Officers' Certificate are qualified in their entirety by the terms of such agreements, which are filed as Exhibit 1.01, 4.01, and 4.02, respectively, and incorporated herein by reference. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the form of 0.650% Note due 2015, form of 1.200% Note due 2017 and form of 2.500% Note due 2022, which are filed hereto as Exhibit 4.03, Exhibit 4.04 and Exhibit 4.05, respectively, and incorporated herein by reference.

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Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 1.01 | Underwriting Agreement, dated as of November 26, 2012, among Amazon.com, Inc. and Goldman, Sachs & Co. and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein |
| 4.01 | Indenture, dated as of November 29, 2012, between Amazon.com, Inc. and Wells Fargo Bank, National Association, as trustee |
| 4.02 | Officers Certificate of Amazon.com, Inc., dated as of November 29, 2012 |
| 4.03 | Form of 0.650% Note due 2015 |
| 4.04 | Form of 1.200% Note due 2017 |
| 4.05 | Form of 2.500% Note due 2022 |
| 5.01 | Opinion of Gibson, Dunn & Crutcher LLP |
| 23.01 | Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.01) |

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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.

AMAZON.COM, INC. (REGISTRANT)

/s/ Jason M. Bristow

Dated: November 29, 2012

Jason M. Bristow
Vice President and

Treasurer

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| Exhibit Number | Description |
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| 4.01 | Indenture, dated as of November 29, 2012, between Amazon.com, Inc. and Wells Fargo Bank, National Association, as trustee |
| 4.02 | Officers Certificate of Amazon.com, Inc., dated as of November 29, 2012 |
| 4.03 | Form of 0.650% Note due 2015 |
| 4.04 | Form of 1.200% Note due 2017 |
| 4.05 | Form of 2.500% Note due 2022 |
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