

ATMOS ENERGY CORP  
Form 8-K  
January 15, 2013

**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**

**January 11, 2013**

**Date of Report (Date of earliest event reported)**

**ATMOS ENERGY CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

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(State or Other Jurisdiction

(Commission

(I.R.S. Employer

of Incorporation)

File Number)

Identification No.)

**1800 THREE LINCOLN CENTRE,**

**5430 LBJ FREEWAY, DALLAS, TEXAS**

(Address of Principal Executive Offices)

**(972) 934-9227**

**75240**

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(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 11, 2013, Atmos Energy Corporation ( "Atmos Energy" ) completed a public offering of \$500,000,000 aggregate principal amount of its 4.15% Senior Notes due 2043 (the "Notes" ). The offering has been registered under the Securities Act of 1933, as amended (the "Securities Act" ), pursuant to a registration statement on Form S-3 (Registration No. 333-165818) of Atmos Energy (the "Registration Statement" ), and the prospectus supplement dated January 8, 2013, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on January 9, 2013. Atmos Energy received net proceeds from the offering, after the underwriting discount and estimated offering expenses, of approximately \$494 million.

The Notes were issued pursuant to an indenture dated as of March 26, 2009 (the "Base Indenture" ) between Atmos Energy and U.S. Bank National Association, as trustee (the "Trustee" ), and an officers' certificate delivered to the Trustee pursuant to Section 301 of the Base Indenture (the "Officers' Certificate" ); the Base Indenture, as modified by the Officers' Certificate, is referred to herein as the "Indenture." The Notes are represented by a global security executed by Atmos Energy on January 11, 2013 (the "Global Security" ) and are unsecured obligations ranking equally with all of Atmos Energy's existing and future senior indebtedness and are senior in right of payment to any future indebtedness that is subordinated to the Notes. The Notes bear interest at an annual rate of 4.15%, payable by Atmos Energy on January 15 and July 15 of each year, beginning on July 15, 2013, and mature on January 15, 2043. Atmos Energy may redeem the Notes at its option at any time, in whole or in part, at a redemption price calculated in accordance with the Indenture.

The Indenture includes covenants that limit the ability of Atmos Energy and its restricted subsidiaries (as defined) to, among other things, (i) create specified liens, (ii) engage in specified sale and leaseback transactions, (iii) consolidate or merge with or into other companies or (iv) sell all or substantially all of Atmos Energy's assets. The restrictive covenants are subject to a number of exceptions and qualifications set forth in the Indenture. The Indenture provides for events of default, including (i) interest payment defaults, (ii) breaches of covenants, (iii) certain payment defaults at final maturity or acceleration of other indebtedness and (iv) the occurrence of events of bankruptcy, insolvency or reorganization. If any event of default occurs and is continuing, subject to certain exceptions, the Trustee or the holders of at least 25% in aggregate principal amount of the then outstanding Notes may declare all the Notes to be due and payable immediately, together with any accrued and unpaid interest.

The above descriptions are qualified in their entirety by reference to the text of the Base Indenture, the Officers' Certificate and the Global Security. The Base Indenture has been previously filed, and the Officers' Certificate and Global Security are filed as Exhibits 4.1 and 4.2 to this Current Report on Form 8-K, respectively, and are each incorporated herein by reference.

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

(d) *Exhibits*

| Exhibit Number | Description                                         |
|----------------|-----------------------------------------------------|
| 4.1            | Officers Certificate dated January 11, 2013         |
| 4.2            | Global Security for the 4.15% Senior Notes due 2043 |

**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.

ATMOS ENERGY CORPORATION  
(Registrant)

DATE: January 15, 2013

By: /s/ LOUIS P. GREGORY  
Louis P. Gregory  
Senior Vice President, General Counsel  
and Corporate Secretary

**INDEX TO EXHIBITS**

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