

DELL INC  
Form 8-K  
June 15, 2009

**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): June 10, 2009**

**Dell Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-17017**  
(Commission File Number)

**One Dell Way, Round Rock, Texas 78682**

(Address of principal executive offices) (zip code)

**74-2487834**  
(IRS Employer

Identification No.)

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Registrant's telephone number, including area code: (512) 338-4400

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 8.01 Other Events.**

On June 10, 2009, Dell Inc. ( Dell ) entered into an underwriting agreement ( Underwriting Agreement ) with Banc of America Securities LLC, Deutsche Bank Securities Inc. and HSBC Securities (USA) Inc., as representatives of the underwriters identified therein (the Underwriters ), relating to the issuance and sale to the Underwriters of \$400 million aggregate principal amount of 3.375% Notes due 2012 (the 2012 Notes ) and \$600 million aggregate principal amount of 5.875% Notes due 2019 (the 2019 Notes and together with the 2012 Notes, the Notes ), subject to the terms and conditions therein.

On June 15, 2009, Dell completed an underwritten public offering of the Notes. The Notes are governed by the terms of an Indenture ( Indenture ), dated as of April 6, 2009, between Dell and The Bank of New York Mellon Trust Company, N.A., as trustee ( Trustee ), as supplemented by a Second Supplemental Indenture ( Supplemental Indenture ), dated as of June 15, 2009, between Dell and the Trustee.

Dell offered the Notes pursuant to the Prospectus Supplement, dated June 10, 2009, to the Prospectus dated November 4, 2008, which forms a part of Dell s shelf registration statement on Form S-3 (Registration No. 333-155041) filed with the Securities and Exchange Commission on November 4, 2008 (the Registration Statement ).

The Underwriting Agreement is filed as Exhibit 1.1 hereto and incorporated by reference herein and into the Registration Statement. The Supplemental Indenture is filed as Exhibit 4.1 hereto and incorporated by reference herein and into the Registration Statement. The form of each series of the Notes issued pursuant to the Supplemental Indenture is filed as Exhibit 4.2 and Exhibit 4.3 hereto and incorporated by reference herein and into the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit 1.1	Underwriting Agreement, dated June 10, 2009, between Dell Inc. and Banc of America Securities LLC, Deutsche Bank Securities Inc. and HSBC Securities (USA) Inc., as representatives of the underwriters identified therein.
Exhibit 4.1	Second Supplemental Indenture, dated as of June 15, 2009, between Dell Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee.
Exhibit 4.2	Form of 3.375% Notes due 2012.
Exhibit 4.3	Form of 5.875% Notes due 2019.
Exhibit 5.1	Opinion of Vinson & Elkins L.L.P.
Exhibit 23.1	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1 hereto).

**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.

DELL INC.

Date: June 15, 2009

By: /s/ Janet B. Wright  
Janet B. Wright  
Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement, dated June 10, 2009, between Dell Inc. and Banc of America Securities LLC, Deutsche Bank Securities Inc. and HSBC Securities (USA) Inc., as representatives of the underwriters identified therein.
4.1	Second Supplemental Indenture, dated as of June 15, 2009, between Dell Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee.
4.2	Form of 3.375% Notes due 2012.
4.3	Form of 5.875% Notes due 2019.
5.1	Opinion of Vinson & Elkins L.L.P.
23.1	Consent of Vinson & Elkins L.L.P. (contained in Exhibit 5.1 hereto).