

AT&T INC.  
Form 8-K  
March 10, 2014

**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) March 10, 2014**

**AT&T INC.**

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

**Delaware**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-8610**  
**(Commission**  
  
**File Number)**

**43-1301883**  
**(IRS Employer**  
  
**Identification No.)**

**208 S. Akard St., Dallas, Texas**  
**(Address of Principal Executive Offices)**

**75202**  
**(Zip Code)**

**Registrant's telephone number, including area code (210) 821-4105**

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))

**Item 8.01 Other Events.**

Throughout this document, AT&T Inc. is referred to as AT&T. On March 10, 2014, AT&T closed its sale of \$1,100,000,000 principal amount of its 2.300% Global Notes due 2019 (the 2019 Notes ), \$1,000,000,000 principal amount of its 3.900% Global Notes due 2024 (the 2024 Notes and, together with the 2019 Notes, the Fixed Rate Notes ) and \$400,000,000 Floating Rate Global Notes due 2019 (the Floating Rate Notes and, together with the Fixed Rate Notes, the Notes ) pursuant to the Underwriting Agreement, dated March 5, 2014 (the Underwriting Agreement ), between AT&T and Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Wells Fargo Securities, LLC, as the representatives of the several Underwriters. The Notes were issued pursuant to that certain Indenture, dated as of May 15, 2013, between AT&T Inc. and The Bank of New York Mellon Trust Company, N.A., as Trustee. The Notes have been registered under the Securities Act of 1933 (the Act ) pursuant to a Registration Statement on Form S-3 (No. 333-187350) previously filed with the Securities and Exchange Commission (the Commission ) under the Act. Copies of the Underwriting Agreement, the form of Note and the opinion of our General Counsel as to the validity of the Notes are filed as exhibits hereto and incorporated herein by reference. AT&T is filing this Current Report on Form 8-K so as to file with the Commission certain items that are to be incorporated by reference into its Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

The following exhibits are filed as part of this report:

(d) Exhibits

- 1.1 Underwriting Agreement, dated March 5, 2014
- 4.1 Form of Fixed Rate Note due 2019
- 4.2 Form of Fixed Rate Note due 2024
- 4.3 Form of Floating Rate Note due 2019
- 5.1 Opinion of Mr. Wayne Watts, Senior Executive Vice President and General Counsel, AT&T Inc., as to the validity of the Notes
- 23.1 Consent of Mr. Wayne Watts, Senior Executive Vice President and General Counsel, AT&T Inc. (included in Exhibit 5.1)

**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.

AT&T INC.

Date: March 10, 2014

By: /s/ Paul W. Stephens  
Paul W. Stephens  
Senior Vice President and Controller