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AT&T CORP
Form POS AM
March 18, 2002

As filed with the Securities and Exchange Commission on March 18, 2002

Registration No 333-73120

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

POST-EFFECTIVE AMENDMENT NO.1 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AT&T CORP.
(exact name of registrant as specified in its charter)

New York (State or other jurisdiction of incorporation or organization)	4811 (Primary Standard Industrial Classification Code Number)	13-4924710 (I.R.S. Employer Identification Number)
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32 Avenue of the Americas
New York, New York 10013-2412
(212-387-5400)
(Address, including zip code, and telephone number, including area code, of
Registrant's principal executive offices)

Marilyn J. Wasser
Vice President - Law and Secretary
AT&T Corp.
295 North Maple Avenue
Basking Ridge, NJ 07920
(908) 221-2000
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividends or interest reimbursement plans, please check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration number of the earlier registration statement for the same offering. _____

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C. Michael Armstrong Chairman and Chief Executive Officer

PRINCIPAL FINANCIAL OFFICER:

*

Charles H. Noski Senior Executive Vice President and Chief
Financial Officer

PRINCIPAL ACCOUNTING OFFICER:

*

Nicholas S. Cyprus Vice President and Controller

DIRECTORS

*

C. Michael Armstrong Director

*

J. Michael Cook Director

*

Kenneth T. Derr Director

*

M. Kathryn Eickhoff Director

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*

George M.C. Fisher Director

*

Amos B. Hostetter Director

Shirley A. Jackson Director

*

Donald F. McHenry Director

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Louis A. Simpson Director

*

Michael I. Sovern Director

*

Sanford I. Weill Director

* By: /s/ Marilyn J. Wasser

Marilyn J. Wasser
(Attorney-in-Fact)

Date: March 18th, 2002.

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EXHIBIT INDEX

EXHIBIT
NUMBER

5.01	Opinion of Robert S. Feit, General Attorney and Assistant Secretary of the Registrant, as to the legality of the securities being registered. (previously filed)
23.01	Consent of Robert S. Feit. (included in Exhibit 5.01)
23.02	Consent of PricewaterhouseCoopers LLP. (previously filed)
23.03	Consent of PricewaterhouseCoopers LLP. (previously filed)
23.04	Consent of KPMG LLP. (previously filed)
23.05	Consent of KPMG LLP. (previously filed)
23.06	Consent of Arthur Andersen LLP. (previously filed)
24.01	Powers of Attorney.(previously filed)
99.01	Notice of Redemption of Shares of Class A Senior Cumulative Exchangeable Preferred Stock of TCI Pacific Communications, Inc.
99.02	Letter of Transmittal to Holders of Shares of Class A Senior Cumulative Exchangeable Preferred Stock of TCI Pacific Communications, Inc.

