

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/

Form 8-K

January 31, 2019

**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): **January 28, 2019**

**NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

**District of Columbia**  
(state or other jurisdiction of  
incorporation)

**1-7102**  
(Commission  
File Number)

**52-0891669**  
(I.R.S.  
Employer  
Identification  
No.)

**20701 Cooperative Way**

**20166-6691**

**Dulles, VA**

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: **(703) 467-1800**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 8.01**

**Other Events.**

On January 28, 2019, National Rural Utilities Cooperative Finance Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC, Mizuho Securities USA LLC, PNC Capital Markets LLC, KeyBanc Capital Markets Inc., and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named on Schedule I thereto, in connection with the issuance and sale of \$450,000,000 aggregate principal amount of 3.70% Collateral Trust Bonds due 2029 (the “2029 Bonds”) and \$500,000,000 aggregate principal amount of 4.30% Collateral Trust Bonds due 2049 (the “2049 Bonds”) and, together with the 2029 Bonds, the “Bonds”). The offering closed on January 31, 2019.

Copies of the Underwriting Agreement and the Forms of Global Certificate for the Bonds are filed as Exhibits 1.1, 4.1 and 4.2, respectively, and are incorporated by reference herein.

**Item 9.01**

**Financial Statements and Exhibits.**

(d) The following exhibits are filed as part of this report:

<b>Exhibit No.</b>	<b>Description</b>
<u>1.1</u>	<u>Underwriting Agreement, dated January 28, 2019 and among the Company and J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc., Mizuho Securities USA LLC, PNC Capital Markets LLC and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named on Schedule I thereto.</u>
<u>4.1</u>	<u>Form of the Global Certificate for the 2029 Bonds.</u>
<u>4.2</u>	<u>Form of the Global Certificate for the 2049 Bonds.</u>
<u>5.1</u>	<u>Opinion of Hogan Lovells US LLP regarding legality of the Bonds.</u>
<u>8.1</u>	<u>Opinion of Hogan Lovells US LLP regarding certain tax matters in connection with the issuance and sale of the Bonds.</u>
23.1	Consent of Hogan Lovells US LLP (included in Exhibits <u>5.1</u> and <u>8.1</u> ).

**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.

NATIONAL RURAL UTILITIES COOPERATIVE  
FINANCE CORPORATION

By: /s/ J. Andrew Don  
J. Andrew Don  
Senior Vice President and Chief Financial Officer

Dated: January 31, 2019