

ATMOS ENERGY CORP
Form 8-K
March 04, 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**

February 25, 2019

Date of Report (Date of earliest event reported)

ATMOS ENERGY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

TEXAS AND VIRGINIA
(State or Other Jurisdiction

of Incorporation)

1-10042
(Commission File

Number)

75-1743247
(I.R.S. Employer

Identification No.)

1800 THREE LINCOLN CENTRE,

5430 LBJ FREEWAY, DALLAS, TEXAS

(Address of Principal Executive Offices)

75240

(Zip Code)

(972) 934-9227

(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))

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 February 25, 2019 Atmos Energy Corporation (Atmos Energy) entered into an underwriting agreement (the Underwriting Agreement) with BNP Paribas Securities Corp., CIBC World Markets Corp., Credit Agricole Securities (USA) Inc. and Wells Fargo Securities, LLC, as representatives of the several underwriters named in Schedule I thereto, with respect to the offering and sale in an underwritten public offering (the Offering) by Atmos Energy of \$450 million aggregate principal amount of its 4.125% Senior Notes due 2049 (the Notes), with a yield to maturity of 4.148% and an effective yield to maturity of 4.862%, after giving effect to related fees, original issuance discount and the settlement of interest rate swaps. 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. 333-228342) of Atmos Energy (the Registration Statement) and the prospectus supplement dated February 25, 2019, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on February 27, 2019. Legal opinions related to the Registration Statement are also filed herewith as Exhibits 5.1 and 5.2.

Atmos Energy expects to receive net proceeds, after the underwriting discount and estimated offering expenses, of approximately \$443 million. The Offering is expected to close on or about March 4, 2019, subject to customary closing conditions.

The Notes will be issued pursuant to an indenture dated March 26, 2009 (the Indenture) between Atmos Energy and U.S. Bank National Association, as trustee (the Trustee), to be modified by an Officers Certificate setting forth the terms of the Notes (the Officers Certificate), to be dated March 4, 2019 and delivered to the Trustee pursuant to Section 301 of the Indenture. The Notes will be represented by a global security, a form of which is filed as an exhibit hereto. The form of Officers Certificate and the Underwriting Agreement are each also filed as an exhibit hereto.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit Number | Description |
|----------------|---|
| 1.1 | <u>Underwriting Agreement dated as of February 25, 2019</u> |
| 4.1 | <u>Form of Officers Certificate, to be dated March 4, 2019</u> |
| 4.2 | <u>Form of Global Security for 4.125% Senior Notes due 2049</u> |
| 5.1 | <u>Opinion of Gibson, Dunn & Crutcher LLP</u> |
| 5.2 | <u>Opinion of Hunton Andrews Kurth LLP</u> |
| 23.1 | <u>Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)</u> |
| 23.2 | <u>Consent of Hunton Andrews Kurth LLP (included in Exhibit 5.2)</u> |

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: March 4, 2019

By: /s/ DANIEL M. MEZIERE
Daniel M. Meziere
Vice President and Treasurer