

ATMOS ENERGY CORP  
Form 8-K  
July 27, 2012

**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**

**July 27, 2012**

**Date of Report (Date of earliest event reported)**

**ATMOS ENERGY CORPORATION**

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

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(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

1800 THREE LINCOLN CENTRE,  
5430 LBJ FREEWAY, DALLAS, TEXAS  
(Address of Principal Executive Offices)  
(972) 934-9227

75240  
(Zip Code)

(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))

**Item 7.01. Regulation FD Disclosure.**

On July 27, 2012, Atmos Energy Corporation (the Company) issued a Notice of Full Redemption of all of its issued and outstanding Senior Notes due 2013 (the Notes) with respect to the redemption of the Notes (the Redemption). The Redemption will be conducted pursuant to Article Eleven of the Indenture dated May 22, 2001 between the Company, as issuer, and U.S. Bank (as successor to SunTrust Bank), as trustee (the Indenture). The Redemption will occur on or about August 28, 2012.

Pursuant to the terms of the Indenture, the Notes will be redeemed at a price equal to the greater of: (a) 100% of the principal amount of the Notes or (b) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes discounted to the date of the Redemption on a semi-annual basis, assuming a 360-day year consisting of twelve 30-day months at an annual interest rate equal to the semi-annual equivalent yield of a U.S. Treasury security having a maturity comparable to the remaining term of the Notes (which rate will be calculated on the third business day prior to the date of the Redemption) and 15 basis points, plus, in either case, accrued and unpaid interest on the Notes to the date of the Redemption.

The Company intends to initially fund the Redemption through the issuance of commercial paper under its \$750,000,000 five-year revolving credit facility. Shortly thereafter, the Company intends to enter into a short-term financing facility to repay such commercial paper borrowings, and expects to repay any borrowings under such short-term facility with proceeds to be received from the issuance of new unsecured long-term notes in January 2013.

The foregoing summary of the Redemption is qualified in its entirety by reference to the complete text of the Notice of Full Redemption, which is furnished as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein. The information furnished in this Item 7.01 and in Exhibit 99.1 shall not be deemed to be filed for purposes of Section 18 of the Securities and Exchange Act of 1934 or otherwise subject to the liabilities of that section, nor shall such information be deemed to be incorporated by reference into any of the Company's filings under the Securities Act of 1933 or the Securities Exchange Act of 1934.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Notice of Full Redemption to the Holders of \$250,000,000 Atmos Energy Corporation 5 <sup>1</sup>/<sub>8</sub>% Senior Notes due 2013 (furnished under Item 7.01)

**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: July 27, 2012

By: /s/ LOUIS P. GREGORY  
Louis P. Gregory

Senior Vice President, General Counsel

and Corporate Secretary

**INDEX TO EXHIBITS**

Exhibit Number	Description
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