

WALT DISNEY CO/  
Form 8-K  
December 09, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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):  
**December 6, 2013**

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**The Walt Disney Company**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**1-11605**  
(Commission File Number)

**No. 95-4545390**  
(IRS Employer  
Identification No.)

**500 South Buena Vista Street**

**Burbank, California 91521**

(Address of principal executive offices) (Zip Code)

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Registrant's telephone number, including area code: **(818) 560-1000**

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.**

On December 6, 2013, the Registrant commenced its Medium-Term Note Program to allow the Registrant to issue and sell from time to time its medium-term notes, Series F (the Medium-Term Notes ) pursuant to a Distribution Agreement, dated December 6, 2013, among the Registrant and the several agents set forth therein. The Medium-Term Notes may be issued as fixed rate notes, floating rate notes or a combination of fixed and floating rate notes.

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

**(d) Exhibits.**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Distribution Agreement, dated December 6, 2013, among the Registrant and the several agents set forth therein.  |
| 4.1                | Senior Debt Securities Indenture (incorporated by reference from Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed on September 24, 2001). |
| 4.2                | Officers Certificate establishing the Medium-Term Notes as a series of securities under the Senior Debt Securities Indenture.                             |
| 4.3                | Form of Medium-Term Note (Discount) (included in Exhibit 4.2).  |
| 4.4                | Form of Medium-Term Note (Fixed Rate) (included in Exhibit 4.2).  |
| 4.5                | Form of Medium-Term Note (Floating Rate) (included in Exhibit 4.2).   |
| 4.6                | Form of Medium-Term Note (Zero Coupon) (included in Exhibit 4.2).   |

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.

THE WALT DISNEY COMPANY

|        |  |
|--------|--|
| By:    | /s/ Roger J. Patterson                                   |
| Name:  | Roger J. Patterson                                       |
| Title: | Associate General Counsel<br>Registered In-House Counsel |

Dated: December 9, 2013

EXHIBIT INDEX

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| 4.2                | Officers' Certificate establishing the Medium-Term Notes as a series of securities under the Senior Debt Securities Indenture.                            |
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