

AT&T INC.
Form 8-K
April 30, 2009

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) April 30, 2009

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-8610

43-1301883

**(State or Other Jurisdiction
of Incorporation)**

(Commission File Number)

**(IRS Employer
Identification No.)**

208 S. Akard St., Dallas, Texas

75202

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code (210) 821-4105

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))
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Item 8.01 Other Events.

Throughout this document, AT&T Inc. is referred to as AT&T. On April 30, 2009, AT&T closed its sale of £1,850,000,000 aggregate principal amount of its £750,000,000 5.875% Global Notes due 2017 (the 2017 Notes) and £1,100,000,000 7.000% Global Notes due 2040 (the 2040 Notes and, together with the 2017 Notes, the Notes) (equivalent in total to approximately U.S.\$2,728,195,000 based on the April 24, 2009 exchange rate), pursuant to the Underwriting Agreement dated April 24, 2009 (the Underwriting Agreement), among AT&T and Barclays Bank PLC, Deutsche Bank AG, London Branch and UBS Limited, as the several Underwriters. The Notes were issued pursuant to that certain Indenture dated as of November 1, 1994 between SBC Communications Inc. (now known as AT&T Inc.) and The Bank of New York Mellon, as Trustee. The Notes have been registered under the Securities Act of 1933 (the Act) pursuant to a Registration Statement on Form S-3 (No. 333-143180) previously filed with the Securities and Exchange Commission (the Commission) under the Act. Copies of the Underwriting Agreement and the form of each Note are filed as exhibits hereto and incorporated herein by reference. AT&T is filing this Current Report on Form 8-K so as to file with the Commission certain items that are to be incorporated by reference into its Registration Statement.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are filed as part of this report:

(d) Exhibits

- 1.1 Underwriting Agreement, dated April 24, 2009

 - 4.1 Form of DTC Global Note due 2017

 - 4.2 Form of International Global Note due 2017

 - 4.3 Form of DTC Global Note due 2040

 - 4.4 Form of International Global Note due 2040
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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.

AT&T INC.

Date: April 30, 2009

By: /s/ John J. Stephens
John J. Stephens
Senior Vice President and Controller