

AT&T INC.  
Form 8-K  
September 08, 2016

**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) September 7, 2016**

**AT&T INC.**

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

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**208 S. Akard St., Dallas, Texas**

**1-8610**  
**(Commission**

**File Number)**

**43-1301883**  
**(IRS Employer**

**Identification No.)**

**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))

**Item 8.01 Other Events.**

On September 7, 2016, AT&T Inc. ( AT&T ) completed its previously announced private offers to exchange (the Exchange Offers ) certain existing series of notes issued by AT&T and its subsidiaries, for two new series of AT&T's senior notes. In connection with the settlement of the Exchange Offers, AT&T issued (i) \$4,499,999,000 aggregate principal amount of its 4.500% Global Notes due 2048 and (ii) \$2,500,000,000 aggregate principal amount of its 4.550% Global Notes due 2049.

The form of 4.500% Rule 144A Global Note due 2048, the form of 4.500% Regulation S Global Note due 2048, the form of 4.550% Rule 144A Global Note due 2049 and the form of 4.550% Regulation S Global Note due 2049 (collectively, the New Notes ) are filed as exhibits 4.1, 4.2, 4.3 and 4.4, respectively, and are incorporated herein by reference in their entirety.

In connection with the issuance of the New Notes, AT&T entered into a Registration Rights Agreement, dated as of September 7, 2016, with the dealer managers named therein, which will give holders of the New Notes certain exchange and registration rights with respect to the New Notes. A copy of the Registration Rights Agreement is filed as Exhibit 4.5 and is incorporated herein by reference in its entirety.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

- 4.1 Form of 4.500% Rule 144A Global Note due 2048
- 4.2 Form of 4.500% Regulation S Global Note due 2048
- 4.3 Form of 4.550% Rule 144A Global Note due 2049
- 4.4 Form of 4.550% Regulation S Global Note due 2049
- 4.5 Registration Rights Agreement, dated as of September 7, 2016

**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: September 8, 2016

By: /s/ Debra L. Dial  
Debra L. Dial  
Senior Vice President and Controller