

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/  
Form 8-K  
December 19, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

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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 17, 2014

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NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION  
(Exact name of registrant as specified in its charter)

District of Columbia  
(state or other jurisdiction of  
incorporation)

1-7102  
(Commission  
File Number)

52-0891669  
(I.R.S. Employer  
Identification No.)

20701 Cooperative Way  
Dulles, VA  
(Address of principal executive offices)

20166-6691  
(Zip Code)

Registrant's telephone number, including area code: (703) 467-1800

(Former name or former address, if changed since last report)

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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))

q Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

On December 17, 2014, R.W. Matheny submitted his resignation as a director on the Board of Directors of the National Rural Utilities Cooperative Finance Corporation (the "Company"), effective January 1, 2015. Mr. Matheny's resignation was for personal reasons and not due to a disagreement with the Company on any matter relating to the Company's operations, policies or practices. Mr. Matheny announced that he will retire from his position as President and Chief Executive Officer of Sequachee Valley Electric Cooperative effective January 1, 2015 and, as a result, Mr. Matheny is not eligible to serve as a member of the Company's Board of Directors according to the Company's bylaws.

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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.

By: NATIONAL RURAL UTILITIES  
COOPERATIVE FINANCE CORPORATION  
/s/ J. ANDREW DON  
J. Andrew Don  
Senior Vice President and Chief Financial  
Officer

Dated: December 19, 2014