

AGL RESOURCES INC  
Form 8-K  
May 16, 2013

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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): May 13, 2013

AGL RESOURCES INC.

(Exact name of registrant as specified in its charter)

|  |                       |                  |
|--|-----------------------|------------------|
| Georgia  | 1-14174               | 58-2210952       |
| (State or other jurisdiction of incorporation) | (Commission File No.) | (I.R.S. Employer |
| Identification No.)                            |                       |                  |

Ten Peachtree Place NE, Atlanta, Georgia 30309  
(Address and zip code of principal executive offices)

404-584-4000  
(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 1.01. Entry into a Material Definitive Agreement.

The disclosure set forth under Item 2.03 below is incorporated by reference in response to this Item 1.01.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On May 13, 2013, AGL Capital Corporation (the “Company”), a wholly owned subsidiary of AGL Resources Inc., commenced an offering of its 4.40% Senior Notes due 2043 in the aggregate principal amount of \$500,000,000 (the “Notes”) and the related guarantee thereof (the “Guarantee”) by AGL Resources Inc., as guarantor (the “Guarantor”). The offering of the Notes closed on May 16, 2013.

The Notes were offered and sold in an underwritten public offering pursuant to the Company’s and the Guarantor’s Registration Statement on Form S-3 (Registration Nos. 333-168901 and 333-168901-02) under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on August 17, 2010 (the “Registration Statement”). The Company intends to use the net proceeds from the offering for general corporate purposes, including the repayment of short-term indebtedness incurred under the Company’s commercial paper program.

The Notes were issued under an Indenture, dated as of February 20, 2001 and as supplemented, by and among the Company, the Guarantor and The Bank of New York Mellon Trust Company, N.A., which is filed as Exhibit 4.1 to this Form 8-K and is incorporated by reference herein and into the Registration Statement.

The Underwriting Agreement for the Notes, dated May 13, 2013, by and among the Company, as issuer, the Guarantor, as guarantor, and J.P. Morgan Securities LLC, for itself and on behalf of the several underwriters listed on Schedule A to such agreement, relating to the underwritten public offering of the Notes, is filed as Exhibit 1.1 to this Form 8-K, and is incorporated by reference herein and into the Registration Statement.

The form of the global note and related form of Guarantee for the Notes are filed as Exhibits 4.2 and 4.3 to this Form 8-K, respectively, and are incorporated by reference herein and into the Registration Statement.

Legal opinions of Troutman Sanders LLP and Woodburn and Wedge with respect to the validity of the Notes and the related Guarantee are filed as Exhibits 5.1 and 5.2 to this Form 8-K, respectively, and are incorporated by reference into the Registration Statement.

Item 7.01. Regulation FD Disclosure.

Furnished herewith as Exhibit 99.1 is a press release by the Company dated May 14, 2013 announcing the offering of the Notes.

Item 9.01. Financial Statements and Exhibits.

(D) Exhibits

| Exhibit No. | Description   |
|-------------|---|
| 1.1         | Underwriting Agreement, dated May 13, 2013, by and among AGL Capital Corporation, as issuer, AGL Resources Inc., as guarantor, and J.P. Morgan Securities LLC, for itself and on behalf of the several underwriters listed on Schedule A thereto, related to the 4.40% Senior Notes due 2043. |

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|------|---|
| 4.1  | Indenture, dated February 20, 2001, among AGL Capital Corporation, AGL Resources Inc. and The Bank of New York, as Trustee (incorporated herein by reference to Exhibit 4.2 to AGL Resources Inc.'s registration statement on Form S-3, filed on September 17, 2001, File No. 333-69500). |
| 4.2  | Form of AGL Capital Corporation 4.40% Senior Notes due 2043.  |
| 4.3  | AGL Resources Inc. Guarantee related to the 4.40% Senior Notes due 2043.  |
| 5.1  | Opinion of Troutman Sanders LLP related to the 4.40% Senior Notes due 2043.   |
| 5.2  | Opinion of Woodburn and Wedge, special Nevada counsel, related to the 4.40% Senior Notes due 2043.  |
| 24.1 | Consent of Troutman Sanders LLP related to the 4.40% Senior Notes due 2043 (included in Exhibit 5.1).   |
| 24.2 | Consent of Woodburn and Wedge related to the 4.40% Senior Notes due 2043 (included in Exhibit 5.2).   |
| 99.1 | Press Release of the Company dated May 14, 2013.  |
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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.

AGL RESOURCES INC.  
(Registrant)

Date: May 16, 2013

By: /s/ Andrew W. Evans

Name: Andrew W. Evans

Title: Executive Vice President and Chief Financial Officer

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## Exhibit Index

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