UNITED PARCEL SERVICE INC Form 8-K March 24, 2009

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) March 19, 2009

United Parcel Service, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction

001-15451 (Commission File Number) 58-2480149 (IRS Employer

of incorporation)

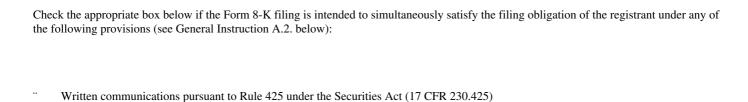
Identification No.)

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55 Glenlake Parkway, N.E., Atlanta, Georgia 30328
(Address of principal executive offices) (Zip Code)
Registrant s telephone number, including area code (404) 828-6000

Not Applicable

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



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.

On March 19, 2009, United Parcel Service, Inc. (the Company) entered into an agreement (the Underwriting Agreement) with Citigroup Global Markets, Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters listed on Schedule II thereto (the Underwriters), whereby the Company agreed to sell and the Underwriters agreed to purchase from the Company, subject to and upon the terms and conditions set forth in the Underwriting Agreement, \$1,000,000,000 aggregate principal amount of 3.875% Senior Notes due April 1, 2014, and \$1,000,000,000 aggregate principal amount of 5.125% Senior Notes due April 1, 2019 (the Transaction).

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement.

The Company is filing this Current Report on Form 8-K so as to file with the Securities and Exchange Commission certain items related to the Transaction that are to be incorporated by reference into its Registration Statement on Form S-3ASR (Registration No. 333-147737).

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

- 1.1 Underwriting Agreement
- 4.1 Form of Note for 3.875% Senior Notes due April 1, 2014
- 4.2 Form of Note for 5.125% Senior Notes due April 1, 2019
- 5.1 Opinion of King & Spalding LLP
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1)

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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.

Date: March 24, 2009

UNITED PARCEL SERVICE, INC.

By: /s/ Kurt P. Kuehn Kurt P. Kuehn Senior Vice President,

Chief Financial Officer and Treasurer