

NICOR INC  
Form 425  
May 06, 2011

---

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 6, 2011

AGL RESOURCES INC.

(Exact name of registrant as specified in its charter)

Georgia  
(State or other jurisdiction of  
incorporation)

1-14174  
(Commission File No.)

58-2210952  
(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 8.01 Other Events

On May 6, 2011, AGL Resources Inc. will host its 2011 Analyst/Investor Conference, which is being held in New York, NY. The presentation is expected to begin at 8:30 a.m. Eastern Standard Time, and will be available via a live audio webcast on the “Investor Relations” section of the AGL Resources website at [www.aglresources.com](http://www.aglresources.com). The presentation will include slides attached hereto as Exhibits 99.1 through 99.4 and incorporated by reference herein.

Our management evaluates segment financial performance based on earnings before interest and taxes (EBIT), which includes the effects of corporate expense allocations. EBIT is a non-GAAP (accounting principles generally accepted in the United States of America) financial measure. Items that are not included in EBIT are financing costs, including debt and interest expense and income taxes. We evaluate each of these items on a consolidated level and believe EBIT is a useful measurement of our performance because it provides information that can be used to evaluate the effectiveness of our businesses from an operational perspective, exclusive of the costs to finance those activities and exclusive of income taxes, neither of which is directly relevant to the efficiency of those operations.

We also use EBIT internally to measure performance against budget and in reports for management and the Board of Directors. Projections of forward-looking EBIT are used in our internal budgeting process, and those projections are used in providing forward-looking business segment EBIT projections to investors. We are unable to reconcile our forward-looking EBIT business segment guidance to GAAP net income because we do not predict the future impact of unusual items and mark-to-market gains or losses on energy contracts. The impact of these items could be material to our operating results reported in accordance with GAAP.

Operating margin is a non-GAAP measure calculated as revenues minus cost of gas, excluding operation and maintenance expense, depreciation and amortization, taxes other than income taxes, and the gain or loss on the sale of our assets. These items are included in our calculation of operating income. We believe operating margin is a better indicator than operating revenues of the contribution resulting from customer growth, since cost of gas is generally passed directly through to customers.

We present adjusted earnings per share (EPS) that excludes the impact of the merger expenses associated with our proposed merger with Nicor Inc. EBIT, operating margin and adjusted EPS should not be considered as alternatives to, or more meaningful indicators of, our operating performance than operating income, net income or basic and diluted EPS as determined in accordance with GAAP. In addition, our EBIT, operating margin and adjusted EPS may not be comparable to similarly titled measures of another company. A reconciliation of consolidated adjusted EPS, operating margin and EBIT by segment is available in our quarterly reports (Form 10-Q) and annual reports (Form 10-K) filed with the Securities and Exchange Commission, on our website listed above, and on Exhibit 99.4, “GAAP Reconciliations”.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description                                      |
|-------------|--|
| 99.1        | Financial Overview & Final Q&A - Andrew W. Evans |
| 99.2        | Distribution Operations - Henry P. Linginfelter  |
| 99.3        | Sequent - Peter I. Tumminello                    |
| 99.4        | GAAP Reconciliations                             |

---

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 6, 2011

/s/ Andrew W. Evans  
Executive Vice President and Chief Financial Officer

---

Exhibit Index

| Exhibit No. | Description                                      |
|-------------|--|
| 99.1        | Financial Overview & Final Q&A - Andrew W. Evans |
| 99.2        | Distribution Operations - Henry P. Linginfelter  |
| 99.3        | Sequent - Peter I. Tumminello                    |
| 99.4        | GAAP Reconciliations                             |