

AT&T INC.  
Form 8-K  
May 29, 2012

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 29, 2012

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

|  |                                       |  |
|--|---------------------------------------|--|
| Delaware<br>(State or Other<br>Jurisdiction of<br>Incorporation) | 1-8610<br>(Commission<br>File Number) | 43-1301883<br>(IRS Employer<br>Identification No.) |
|--|---------------------------------------|--|

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|--|------------------------|
| 208 S. Akard St., Dallas, Texas<br>(Address of Principal Executive<br>Offices) | 75202<br>(Zip<br>Code) |
|--|------------------------|

Registrant's telephone number, including area code (210) 821-4105

(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 (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 May 29, 2012, each of BellSouth Corporation (“BellSouth”), a subsidiary of the registrant, AT&T Inc. (“AT&T”), and AT&T provided, as applicable, irrevocable notice to The Bank of New York Mellon, as trustee (the “Trustee”), to redeem all the outstanding:

- (1) BellSouth 4.75% Notes due November 15, 2012 with CUSIP number 079860AJ1;
- (2) AT&T 4.95% Notes due January 15, 2013 with CUSIP number 00206RAF9; and
- (3) AT&T 6.70% Notes due November 15, 2013 with CUSIP number 00206RAP7,

each in accordance with the terms of the applicable Indenture with the Trustee. The redemption date for each issue will be June 29, 2012, and the redemption amount for each issue will be determined on June 26, 2012.

AT&T expects the aggregate cash payment to be approximately \$5.069 billion, including principal of \$4.8 billion, accrued interest of \$73 million, and a call premium of \$196 million, partially offset by a gain of \$72 million resulting from the settlement of interest-rate swaps on this debt. The redemptions of these debt issuances are expected to be funded by cash on hand and commercial paper.

**CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS**

Information set forth in this filing contains financial estimates and other forward-looking statements that are subject to risks and uncertainties, and actual results may differ materially. A discussion of factors that may affect future results is contained in AT&T’s filings with the Securities and Exchange Commission. AT&T disclaims any obligation to update or revise statements contained in this filing based on new information or otherwise.

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: May 29, 2012

By: /s/ Paul W. Stephens  
Paul W. Stephens  
Senior Vice President and Controller