

WACHOVIA CORP NEW
Form 8-K
November 27, 2006

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) November 27, 2006

Wachovia Corporation

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State or Other Jurisdiction of Incorporation)

1-10000
(Commission File Number)

56-0898180
(IRS Employer Identification No.)

One Wachovia Center

Charlotte, North Carolina
(Address of Principal Executive Offices)

28288-0013
(Zip Code)

(704) 374-6565

(Registrant's Telephone Number, Including Area Code)

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(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))
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Item 8.01. Other Events.

On November 27, 2006, Wachovia Corporation (Wachovia) issued 500,000,000 4.375% Subordinated Notes due November 27, 2018 under its U.S.\$20,000,000,000 Euro Medium Term Note Programme, commenced as of July 21, 2006 (the EMTN Programme). The EMTN Programme provides for Wachovia and Wachovia Bank, National Association (WBNA) to issue, from time to time, senior or subordinated debt securities. Debt securities issued by Wachovia under the EMTN Programme (i) are issued pursuant to Regulation S under the Securities Act of 1933, as amended, (ii) are not registered under the Securities Act, (iii) may not be offered or sold in the United States or to a U.S. person without registration under, or an applicable exemption from the registration requirements of, the Securities Act, and (iv) are to be issued in amounts not exceeding U.S.\$20 billion, as adjusted for the applicable currency in which the applicable security is denominated. Attached as Exhibit (99)(a) are final terms for the 500,000,000 4.375% Subordinated Notes due November 27, 2018 which is incorporated by reference into this Item 8.01. Following the debt securities issuances referred to herein, Wachovia and WBNA have available for issuance approximately U.S.\$11.6 billion under the EMTN Programme.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits.
- (99)(a) Final terms for Wachovia s 500,000,000 4.375% Subordinated Notes due November 27, 2018.
- (99)(b) Programme Agreement, dated as of July 21, 2006, by and among Wachovia, WBNA, and the dealers referenced therein. (Incorporated by reference to Exhibit (99)(a) to Wachovia s Current Report on Form 8-K filed August 2, 2006.)
- (99)(c) Agency Agreement, dated as of July 21, 2006, by and among Wachovia, WBNA, Citibank, N.A., as Issuing and Principal Paying Agent, and Citigroup Global Markets Deutschland AG & Co KGaA, as Registrar, Transfer Agent and Paying Agent, including the form of global permanent note and form of global temporary note. (Incorporated by reference to Exhibit (99)(b) to Wachovia s Current Report on Form 8-K filed August 2, 2006.)

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.

WACHOVIA CORPORATION

Date: November 27, 2006

By: /s/ Thomas J. Wurtz
Name: Thomas J. Wurtz
Title: Senior Executive Vice President
and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
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