

ATMOS ENERGY CORP  
Form 8-K  
February 18, 2014

**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**

**February 11, 2014**

**Date of Report (Date of earliest event reported)**

**ATMOS ENERGY CORPORATION**  
**(Exact Name of Registrant as Specified in its Charter)**

**TEXAS AND VIRGINIA**  
**(State or Other Jurisdiction**  
  
**of Incorporation)**

**1-10042**  
**(Commission**  
  
**File Number)**

**75-1743247**  
**(I.R.S. Employer**  
  
**Identification No.)**

**1800 THREE LINCOLN CENTRE,**

**5430 LBJ FREEWAY, DALLAS, TEXAS**  
**(Address of Principal Executive Offices)**

**(972) 934-9227**

**75240**  
**(Zip Code)**

**(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 February 11, 2014, Atmos Energy Corporation ( Atmos Energy ) entered into an underwriting agreement (the Underwriting Agreement ) with J.P. Morgan Securities LLC and Goldman, Sachs & Co. as representatives of the several underwriters named in Schedule I thereto (the Underwriters ), with respect to the offering and sale in an underwritten public offering (the Offering ) by the Underwriters of 9,200,000 shares of Atmos Energy s common stock, no par value, including 1,200,000 shares pursuant to the exercise by the Underwriters of their option to purchase additional shares. The Underwriting Agreement is filed herewith as Exhibit 1.1.

The Offering has been registered under the Securities Act pursuant to a registration statement on Form S-3 (Registration No. 333-187606) of Atmos Energy (the Registration Statement ), and a prospectus supplement dated February 11, 2014, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on February 12, 2014. Legal opinions related to the Registration Statement are also filed herewith as Exhibits 5.1 and 5.2. At the closing of the Offering on February 18, 2014, Atmos Energy will receive net proceeds, after the underwriting discount but before other offering expenses, of approximately \$391 million.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits*

Exhibit Number	Description
1.1	Underwriting Agreement dated as of February 11, 2014
5.1	Opinion of Gibson, Dunn & Crutcher LLP
5.2	Opinion of Hunton & Williams LLP
23.1	Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1)
23.2	Consent of Hunton & Williams LLP (included in Exhibit 5.2)

**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.

ATMOS ENERGY CORPORATION  
(Registrant)

DATE: February 18, 2014

By: /s/ LOUIS P. GREGORY  
Louis P. Gregory  
Senior Vice President, General Counsel  
  
and Corporate Secretary

**INDEX TO EXHIBITS**

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