

AGL RESOURCES INC  
Form 8-K  
December 21, 2004

**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): December 15, 2004

**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 1.01 Entry into a Material Definitive Agreement.**

On December 15, 2004, AGL Resources Inc. and AGL Capital Corporation, a wholly owned financing subsidiary of AGL Resources Inc., entered into an underwriting agreement with Banc of America Securities LLC and Morgan Stanley & Co. Incorporated, as the representative of the underwriters named therein, that provides for the issuance and sale by AGL Capital, and the purchase by the underwriters, of an aggregate of \$200 million principal amount of AGL Capital's 4.95% senior notes due January 15, 2015. AGL Resources fully and unconditionally guarantees the notes of AGL Capital. The notes and the guarantee are issuable pursuant to an indenture dated as of February 20, 2001 between AGL Resources, AGL Capital and The Bank of New York, as trustee. The underwriting agreement contains customary representations, warranties, agreements, conditions to closing, indemnification rights and obligations, and termination provisions. A copy of the underwriting agreement is filed as Exhibit 1 hereto. The final prospectus related to the notes and the guarantee was filed with the Securities and Exchange Commission on December 16, 2004 pursuant to Rule 424(b)(5).

**Item 8.01 Other Events.**

On December 20, 2004, AGL Capital completed the sale of the notes to the underwriters pursuant to the underwriting agreement referred to in Item 1.01, resulting in net proceeds of approximately \$198 million after deducting the underwriting discount and estimated offering expenses. AGL Resources intends to use the net proceeds to repay short-term indebtedness, including indebtedness incurred through its commercial paper program.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits

| Exhibit No. | Description  |
|-------------|--|
| 1           | Underwriting Agreement dated December 15, 2004 among AGL Capital Corporation, AGL Resources Inc. and Banc of America Securities LLC and J. P. Morgan Securities, Inc., as representative of the several underwriters named in Schedule A thereto |
| 4.1         | Specimen AGL Capital Corporation 4.95% Senior Note due 2015  |
| 4.2         | Indenture dated February 20, 2001 among AGL Capital Corporation, AGL Resources Inc. and The Bank of New York, as Trustee (Exhibit 4.2 to Form S-3 registration statement filed on September 17, 2001 (File No. 333-69500))                       |
| 4.3         | Guarantee of AGL Resources Inc. dated as of December 20, 2004 regarding the AGL Capital Corporation 4.95% Senior Note due 2015   |

**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: December 21, 2004

/s/ Richard T. O'Brien  
Richard T. O'Brien  
Executive Vice President and Chief Financial Officer

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Exhibit Index

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|--------------------|--|
| 1                  | Underwriting Agreement dated December 15, 2004 among AGL Capital Corporation, AGL Resources Inc. and Banc of America Securities LLC and J. P. Morgan Securities, Inc., as representative of the several underwriters named in Schedule A thereto |
| 4.1                | Specimen AGL Capital Corporation 4.95% Senior Note due 2015  |
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| 4.3                | Guarantee of AGL Resources Inc. dated as of December 20, 2004 regarding the AGL Capital Corporation 4.95% Senior Note due 2015   |

\* Incorporated by reference.

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