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AGL RESOURCES INC
Form 8-A12B
May 24, 2001

As filed with the Securities and Exchange Commission on May 24, 2001.

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) or 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

AGL RESOURCES INC. AGL CAPITAL TRUST II
(Exact name of registrant and co-registrant as specified in their charters)

GEORGIA
(State or other jurisdiction
of incorporation or organization)

DELAWARE
(State or other jurisdiction
of incorporation or organization)

58-2210952
(I.R.S. Employer Identification No.)
817 West Peachtree Street, N.W.
Atlanta, Georgia 30308
(404) 584-9470

APPLIED FOR
(I.R.S. Employer Identification No.)
817 West Peachtree Street, N.W.
Atlanta, Georgia 30308
(404) 584-9470

(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

Richard T. O'Brien
AGL Resources Inc.
817 West Peachtree Street, N.W.
Atlanta, Georgia 30308
(404) 584-9470
(Name, address, including zip code, and telephone
number, including area code, of agent for service)

If this Form relates to the registration of a class of
Securities pursuant to Section 12(b) of the Exchange
Act and is effective pursuant to General Instruction
A.(c), please check the following box. [x]

If this Form relates to the registration
Securities pursuant to Section 12(g) of
Act and is effective pursuant to General
A.(d), please check the following box. []

Securities Act Registration Statement File Number to which this Form
relates: 333-60248

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered

Name of Each Exchange on Which
Each Class is to be Registered

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8% Trust Preferred Securities
(and the Guarantee with respect thereto)

New York Stock Exchange

Securities to be registered pursuant to
Section 12(g) of the Act:

None

THIS REGISTRATION STATEMENT CONTAINS A TOTAL OF 3 PAGES. CERTAIN EXHIBITS ARE INCORPORATED HEREIN BY REFERENCE TO THE REGISTRANTS' REGISTRATION STATEMENT ON FORM S-3 FILED ON MAY 4, 2001.

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INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

For the full description of AGL Capital Trust II's 8% Trust Preferred Securities (the "Preferred Securities") and the Guarantee of AGL Resources Inc. (the "Guarantee") being registered hereby, reference is made to the information contained under the captions "Description of Trust Preferred Securities," "Description of Junior Subordinated Debentures," and "Description of Guarantees" in the Prospectus that forms part of the Registrants' Registration Statement on Form S-3 (Registration No. 333-60248) filed with the Securities and Exchange Commission on May 4, 2001 under the Securities Act of 1933, as amended (the "Registration Statement"), and declared effective on May 14, 2001. The information contained in the Registration Statement and the Prospectus are incorporated herein by reference. Definitive copies of the Prospectus describing the Preferred Securities and the Guarantee have been filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, and the description of the Preferred Securities and the Guarantee contained therein shall be deemed to be incorporated by reference into this Registration Statement on Form 8-A.

Item 2. Exhibits

- 4.1 Registration Statement on Form S-3 (Registration No. 333-60248) and the Prospectus that forms a part of such Registration Statement as filed with the Securities and Exchange Commission.
- 4.2 Form of Indenture; incorporated herein by reference to Exhibit 4.2 to the Registration Statement.
- 4.3 Form of Trust Preferred Securities Guarantee for AGL Capital Trust II; incorporated herein by reference to Exhibit 4.3 to the Registration Statement.
- 4.4 Certificate of Trust of AGL Capital Trust II; incorporated herein by reference to Exhibit 4.4 to the Registration Statement.
- 4.5 Trust Agreement of AGL Capital Trust II; incorporated herein by reference to Exhibit 4.5 to the Registration Statement.
- 4.6 Form of Amended and Restated Trust Agreement of AGL Capital Trust II; incorporated herein by reference to Exhibit 4.6 to the Registration Statement.

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4.7 Form of Trust Preferred Security Certificate (included in Exhibit 4.6 above).

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrants have duly caused this registration statement to be signed on their behalf by the undersigned, thereunto duly authorized.

Dated: May 22, 2001

AGL CAPITAL TRUST II

By: /s/ Paul R. Shlanta

Paul R. Shlanta
as Administrative Trustee

AGL RESOURCES INC.

By: /s/ Richard T. O'Brien

Richard T. O'Brien
Senior Vice President and Chief Financial Officer

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