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SBC COMMUNICATIONS INC

Form 8-K/A

February 18, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Form 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report: February 17, 2004

SBC COMMUNICATIONS INC.

(Exact name of registrant as specified in its charter)

1-8610

(Commission File Number)

DELAWARE

(State or other jurisdiction
of incorporation)

43-1301883

(I.R.S. Employer
Identification No.)

175 E. Houston, San Antonio, Texas, 78205
(Address of principal executive offices and zip code)

(210) 821-4105

(Registrant's telephone number, including area code)

Item 7. FINANCIAL STATEMENTS AND EXHIBITS

The copy of the Agreement and Plan of Merger by and among AT&T Wireless Services Inc., Cingular Wireless Corporation, Links I Corporation, Cingular Wireless LLC, and, solely for the purposes of certain sections of the Merger Agreement, SBC Communications Inc. and BellSouth Corporation (the "Merger Agreement") filed by SBC Communications Inc. ("SBC") in its Current Report on Form 8-K on February 17, 2004 (the "Original 8-K") is hereby deleted in its entirety and replaced in its entirety with the Merger Agreement attached hereto as Exhibit 99.1.

Exhibit No.	Description
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99.1	Agreement and Plan of Merger, dated as of February 17, 2004, by and among AT&T Wireless, Inc., a Delaware corporation, Cingular Wireless Corporation, a Delaware corporation, Cingular Wireless LLC, a Delaware limited liability company, Links I Corporation, a Delaware corporation and a wholly-owned Subsidiary of Cingular and, solely with respect to Sections 5.3, 6.1(b), 6.5(b) and Article IX of the Agreement, SBC
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Communications Inc., a Delaware corporation and BellSouth Corporation,
a Georgia corporation.

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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.

SBC COMMUNICATIONS INC.

Date: February 18, 2004

By: /s/ John J. Stephens

Name: John J. Stephens
Title: Vice President and Controller

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