

AGL RESOURCES INC
Form 8-K
December 14, 2007

**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 11, 2007

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 8.01 Other Events.

On December 14, 2007, AGL Capital Corporation (the “Company”), a wholly-owned subsidiary of AGL Resources Inc., completed its offering of its 6.375% Senior Notes due 2016 in the aggregate principal amount of \$125,000,000 (the “Notes”) and the related guarantee (the “Guarantee”) thereof by AGL Resources, Inc., as guarantor (the “Guarantor”).

The Notes were offered and sold in an underwritten public offering pursuant to the Company’s Registration Statement on Form S-3 (File Nos. 333-145606 and 333-145606-02) under the Securities Act of 1933, as amended, filed with the Securities and Exchange Commission on August 21, 2007 (the “Registration Statement”). The Company intends to use the net proceeds from the offering to pay down approximately \$123 million of short-term indebtedness incurred under the Company’s commercial paper program.

The form of Note is filed as Exhibit 4.1 to this Form 8-K and is incorporated by reference into the Registration Statement. The related form of Guarantee is filed as Exhibit 4.2 to this Form 8-K and is incorporated by reference into the Registration Statement.

The Underwriting Agreement, dated December 11, 2007, by and among the Company, as issuer, the Guarantor, as guarantor, and Goldman, Sachs & Co., for itself and on behalf of the several underwriters listed on Schedule A thereto, relating to the underwritten public offering of the Notes, is filed as Exhibit 1.1 to this Form 8-K and is incorporated by reference into the Registration Statement.

Legal opinions of Kilpatrick Stockton LLP and Woodburn and Wedge, with respect to the validity of the Notes and the Guarantee, are filed as Exhibits 5.1 and 5.2 to this Form 8-K, respectively, and are incorporated by reference into the Registration Statement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated December 11, 2007, by and among AGL Capital Corporation, as issuer, AGL Resources Inc., as guarantor and Goldman, Sachs & Co., for itself and on behalf of the several underwriters listed on Schedule A thereto.
4.1	Form of AGL Capital Corporation 6.375% Senior Secured Note due 2016
4.2	Form of AGL Resources Inc. Guarantee
5.1	Opinion of Kilpatrick Stockton LLP
5.2	Opinion of Woodburn and Wedge, special Nevada counsel
24.1	Consent of Kilpatrick Stockton LLP (included in Exhibit 5.1)
24.2	Consent of Woodburn and Wedge (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.

AGL RESOURCES INC.

(Registrant)

Date: December 14, 2007

/s/ Paul R. Shlanta

Paul R. Shlanta

Executive Vice President, General Counsel and Chief
Ethics and Compliance Officer
