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**PUBLIC SERVICE
COMMISSION**

January 16, 2013

Mr. Jeff Cline
Kentucky Public Service Commission
P. O. Box 615
Frankfort, KY 40602

RE: Atmos Energy Corporation

Docket No. 2009-00412

Dear Mr. Cline:

Pursuant to the Order of the Kentucky Public Service Commission entered into on December 01, 2009, which requires the Company to prepare a report for the Commission within ten days after issuance of securities, enclosed is the report of action for Atmos Energy Corporation. The report, in accordance with the above referenced docket, relates to the issuance of securities pursuant to the \$1,300,000,000 universal shelf registration and the Prospectus Supplement which details the terms and conditions of the offering.

If you have any questions or need further assistance, please contact me at 972-855-3725. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in cursive script that reads "Jane A. South".

Jane A. South
Assistant Treasurer

**COMMONWEALTH OF KENTUCKY
CASE NO: 2009-00412**

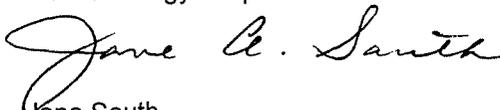
**REPORT OF ACTION
Prepared January 16, 2013**

Reference is made to the order entered into on December 1, 2009, which requires the Company to make a report to the Commission concerning the issuance of securities under the \$1,300,000,000 universal shelf registration.

Atmos hereby reports:

1. On January 8, 2013, Atmos Energy Corporation ("Atmos Energy") entered into an underwriting agreement (the "Underwriting Agreement") with J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc. and U.S. Bancorp Investments, Inc., as representatives of the several underwriters, with respect to the offering and sale in an underwritten public offering (the "Offering") by Atmos Energy of \$500 million aggregate principal amount of its 4.15% Senior Notes due 2043 (the "Notes"), with a yield to maturity of 4.161% and an effective yield to maturity of 4.636%, after giving effect to the settlement of related Treasury lock agreements. The Offering has been registered under the Securities Act pursuant to a registration statement on Form S-3 (Registration No. 333-165818) of Atmos Energy (the "Registration Statement"), and the prospectus supplement dated January 8, 2013, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on January 9, 2013.
2. Atmos elected to announce a \$350 million 30-year Senior Note offering on January 8, 2013 as treasury yields remained near historic lows. Although we were beginning to see yields rise, on the morning of the offering, rates had retreated almost 10 bps from the prior week. The offering was whispered with initial price thoughts of +120–125 bps, implying a +5-10 bps concession to ATO's outstanding 5.50% senior notes due 2041. As investors worked through another active day in the new issue market (\$14 billion of volume), the book built at a moderate pace, but eventually reached an impressive \$1.1 billion (3.1x oversubscription) of primarily high quality orders. Guidance was then announced in a range of +110-115 bps. Investor response to the aggressive guidance was supportive, allowing the Company to upsize the transaction to \$500 million and eventually launch at +110 bps. Atmos ultimately priced the \$500 million issue at +110 bps, representing a negative 5 bps new issue concession, with a final order book of \$900 million (1.8x oversubscribed). The book was allocated almost entirely to high quality insurance companies (57%) and asset managers (39%). The 4.15% coupon represents Atmos' lowest coupon across all outstanding maturities.
3. A list of "estimated" fees and expenses related to the debt offering is shown on the attachment labeled Exhibit A.
4. A listing of investors that participated in the offering is provided in the attachment labeled "Account Pot List".
5. The Prospectus Supplement is also provided.

Atmos Energy Corporation



Jane South
Assistant Treasurer

**Atmos Energy Corporation
Estimate of Offering Fees
January 2013 Debt Offering**

Exhibit A

	Debt Offering
	<u>\$ 500,000,000</u>
Accounting fees and expenses	100,000
Rating agency fees	600,000
Trustee fees and expenses	10,000
State filing fees	-
Legal fees and expenses	150,000
Bowne printing costs	100,000
SEC registration fee	6,000
Miscellaneous	<u>34,000</u>
Total other fees	1,000,000
Underwriting discounts	<u>4,375,000</u>
"Estimated" Total fees**	<u><u>5,375,000</u></u>

**** As of 1-16-13, the Company has not received all expense detail related to this debt offering**



Account Pot List

Account Name	Indication	Allocation	Account Name	Indication	Allocation
TIAA Cref Investment Management	80,200,000	50,200,000	Citadel Investment Group, LLC	10,000,000	4,000,000
Pacific Investment Management Co.	70,000,000	50,000,000	National Investment Services, Inc.	3,000,000	3,000,000
Torchmark Corp.	75,000,000	40,000,000	Northern Trust	3,000,000	3,000,000
MetLife Inc.	75,000,000	35,000,000	Penn Mutual Life Insurance Co.	8,000,000	3,000,000
Conning Asset Management	35,000,000	30,000,000	Hartford Investment Management*	2,500,000	2,500,000
New York Life Investment Management	35,000,000	30,000,000	T Rowe Price Group Inc.	2,500,000	2,500,000
Aflac, Inc.	30,000,000	25,000,000	Americo Insurance*	3,000,000	2,000,000
John Hancock Life Insurance	25,000,000	25,000,000	Further Lane Investments	20,000,000	2,000,000
Pacific Life Insurance Company	40,000,000	25,000,000	Green Arrow Capital	20,000,000	2,000,000
AIG Investments*	20,000,000	20,000,000	General Motors	1,250,000	1,250,000
Delaware Investment Advisors	20,000,000	20,000,000	JP Morgan Private Bank	28,000,000	1,150,000
JPM-Ohio	21,750,000	20,000,000	Aesir	10,000,000	1,000,000
PPM America Inc.*	20,000,000	20,000,000	MC Asset Management	10,000,000	1,000,000
Protective Life Insurance Co.	25,000,000	12,000,000	Guarantee Reinsurance, Ltd.	6,000,000	500,000
BlackRock Advisors Inc.	10,500,000	10,500,000	Harch Capital	2,500,000	500,000
Genworth Life Insurance Company	20,000,000	10,000,000	HFP	1,000,000	500,000
Advantus Capital Management	15,000,000	7,000,000	HGK Asset Management	15,000,000	500,000
Thrivent Financial For Lutherans	10,000,000	7,000,000	Natixis Asset Management	10,000,000	500,000
State Street Global Advisors	6,000,000	6,000,000	PRP Performa Limited	7,000,000	500,000
Blue Mountain Capital Management LLC	25,000,000	5,000,000	TSA - Pension	5,000,000	500,000
Knights Of Columbus	25,000,000	5,000,000	Beneteau Group	750,000	250,000
Manulife Financial	5,000,000	5,000,000	Lincoln Capital	1,000,000	250,000
PineBridge Investments	20,000,000	5,000,000	World Asset Management	250,000	250,000
Vanguard (Index)	5,000,000	5,000,000	Accounts Not Allocated Bonds	16,000,000	0
Wellington Capital Management*	4,900,000	4,900,000	Accounts Who Dropped / Reduced	187,000,000	0
Standish Mellon	4,250,000	4,250,000	Totals:	1,095,350,000	509,500,000

*Indicates Account Decreased Indication After Price Tightening