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Public Service
Commission

February 10, 2017

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

RE: Atmos Energy Corporation

Docket No. 2015-00346 and
Docket No. 2017-00037

Dear Mr. Cline:

Pursuant to the Order of the Kentucky Public Service Commission entered into on December 16, 2015, enclosed is the report of action for Atmos Energy Corporation. The report, in accordance with the above referenced dockets, relates to the issuance of securities pursuant to the \$2,500,000,000 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 972-855-3726. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in blue ink, appearing to read "Daniel M. Meziere".

Daniel M. Meziere
VP & Treasurer

COMMONWEALTH OF KENTUCKY
CASE NO: 2015-00346 and
CASE NO: 2017-00037

REPORT OF ACTION
Prepared February 10, 2017

Reference is made to the order entered into on December 16, 2015, which requires the Company to make a report to the Commission concerning the issuance of securities under the \$2,500,000,000 universal shelf registration.

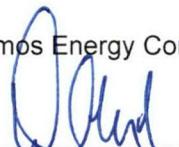
Atmos hereby reports:

On March 28, 2016, we entered into an at-the-market (ATM) equity distribution agreement (the Agreement) with Goldman, Sachs & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC in their capacity as agents and/or as principals (Agents). Under the terms of the Agreement, we may issue and sell, through any of the Agents, shares of our common stock, up to an aggregate offering price of \$200 million, through the period ended March 28, 2019. We may also sell shares from time to time to an Agent for its own account at a price to be agreed upon at the time of sale. We will pay each Agent a commission of 1.0% of the gross offering proceeds of the shares sold through it as a sales agent. We have no obligation to offer or sell any shares under the Agreement, and may at any time suspend offers and sales under the Agreement. The shares will be issued pursuant to our shelf registration statement filed with the SEC on March 28, 2016 that originally permitted us to issue, from time to time, up to \$2.5 billion in common stock and/or debt securities.

During the first fiscal quarter of 2017, Atmos Energy Corporation sold 690,812 shares of common stock for \$49.99 million and received net proceeds of \$49.49 million. During the calendar year of 2016, Atmos Energy Corporation sold 2,051,568 shares of common stock for \$149.99 million and received net proceeds of \$148.49 million. As of December 31, 2016, \$2.35 billion of securities remain available for issuance under the shelf registration statement and approximately \$50 million of equity remain available for issuance under the ATM program.

Please reference Exhibit A for completed sale(s) of shares of common stock under Atmos Energy Corporation's above mentioned at-the-market (ATM) equity distribution agreement. Please refer to the SEC website for confirmed copies of the registration statement and prospectus supplement to complete our filing requirements.

Atmos Energy Corporation



Daniel M. Meziere
VP & Treasurer

COMMONWEALTH OF KENTUCKY
PUBLIC SERVICE COMMISSION
CASE No. PUE-2015-00346
CASE No. PUE-2017-00037
Report of Action
Exhibit A
Prepared February 10, 2017

Trade Date	Settlement Date	Security Name	# of Shares	Average Price	Gross Proceeds	Commission/Fees	Net Proceeds
05/09/2016	05/12/2016	Atmos Energy Corporation	48,411	\$74.31	\$3,597,440.77	\$36,052.83	\$3,561,387.94
05/10/2016	05/13/2016	Atmos Energy Corporation	48,980	\$74.58	\$3,652,987.18	\$36,609.44	\$3,616,377.74
05/11/2016	05/16/2016	Atmos Energy Corporation	86,376	\$74.45	\$6,430,416.80	\$64,444.29	\$6,365,972.51
05/12/2016	05/17/2016	Atmos Energy Corporation	172,601	\$74.45	\$12,850,938.41	\$128,789.16	\$12,722,149.25
05/13/2016	05/18/2016	Atmos Energy Corporation	112,316	\$74.36	\$8,351,559.43	\$83,697.57	\$8,267,861.86
05/16/2016	05/19/2016	Atmos Energy Corporation	191,649	\$74.76	\$14,327,640.91	\$143,588.35	\$14,184,052.56
05/17/2016	05/20/2016	Atmos Energy Corporation	19,303	\$74.27	\$1,433,680.14	\$14,368.06	\$1,419,312.08
05/18/2016	05/23/2016	Atmos Energy Corporation	9,779	\$73.10	\$714,849.79	\$7,148.50	\$707,701.29
05/20/2016	05/25/2016	Atmos Energy Corporation	17,220	\$72.06	\$1,240,826.71	\$12,408.27	\$1,228,418.44
05/23/2016	05/26/2016	Atmos Energy Corporation	39,336	\$71.71	\$2,820,863.23	\$28,208.63	\$2,792,654.60
05/24/2016	05/27/2016	Atmos Energy Corporation	146,546	\$72.20	\$10,579,991.05	\$105,799.91	\$10,474,191.14
05/25/2016	05/31/2016	Atmos Energy Corporation	78,229	\$72.00	\$5,632,753.98	\$56,327.54	\$5,576,426.44
05/26/2016	06/01/2016	Atmos Energy Corporation	72,037	\$72.26	\$5,205,083.86	\$52,050.84	\$5,153,033.02
05/27/2016	06/02/2016	Atmos Energy Corporation	61,118	\$72.45	\$4,427,699.62	\$44,277.00	\$4,383,422.62
05/31/2016	06/03/2016	Atmos Energy Corporation	138,063	\$72.90	\$10,064,226.64	\$100,861.41	\$9,963,365.23
06/01/2016	06/06/2016	Atmos Energy Corporation	81,279	\$72.93	\$5,927,685.60	\$59,406.03	\$5,868,279.57
06/02/2016	06/07/2016	Atmos Energy Corporation	20,700	\$72.66	\$1,504,128.24	\$15,073.99	\$1,489,054.25
06/03/2016	06/08/2016	Atmos Energy Corporation	16,813	\$73.58	\$1,237,176.20	\$12,398.68	\$1,224,777.52
11/17/2016	11/22/2016	Atmos Energy Corporation	40,000	\$71.36	\$2,854,392.00	\$28,543.92	\$2,825,848.08
11/18/2016	11/23/2016	Atmos Energy Corporation	75,000	\$71.66	\$5,374,725.00	\$53,747.25	\$5,320,977.75
11/21/2016	11/25/2016	Atmos Energy Corporation	90,000	\$72.72	\$6,545,052.00	\$65,450.52	\$6,479,601.48
11/22/2016	11/28/2016	Atmos Energy Corporation	70,000	\$72.66	\$5,085,913.00	\$50,859.13	\$5,035,053.87
11/23/2016	11/29/2016	Atmos Energy Corporation	30,000	\$71.55	\$2,146,464.00	\$21,464.64	\$2,124,999.36
11/28/2016	12/01/2016	Atmos Energy Corporation	75,000	\$72.72	\$5,454,285.00	\$54,542.85	\$5,399,742.15
11/29/2016	12/02/2016	Atmos Energy Corporation	120,000	\$73.82	\$8,858,328.00	\$88,583.28	\$8,769,744.72
11/30/2016	12/05/2016	Atmos Energy Corporation	50,212	\$72.67	\$3,648,705.19	\$36,487.05	\$3,612,218.14
12/02/2016	12/07/2016	Atmos Energy Corporation	45,000	\$71.32	\$3,209,548.50	\$32,095.49	\$3,177,453.01
12/05/2016	12/08/2016	Atmos Energy Corporation	25,000	\$71.12	\$1,778,090.00	\$17,780.90	\$1,760,309.10
12/06/2016	12/09/2016	Atmos Energy Corporation	40,000	\$71.18	\$2,847,396.00	\$28,473.96	\$2,818,922.04
12/07/2016	12/12/2016	Atmos Energy Corporation	30,600	\$71.63	\$2,191,893.30	\$21,918.93	\$2,169,974.37
Total			2,051,568		\$149,994,740.55	\$1,501,458.42	\$148,493,282.13

<u>Additional Fees/Expenses</u>	<u>Paid Date</u>	<u>Amount</u>
SEC Filing Fee	03/18/2016	\$20,138.00
Ernst & Young LP	04/07/2016	\$86,000.00
Gibson, Dunn and Crutcher LLP	04/25/2016	\$115,348.06
Gibson, Dunn and Crutcher LLP	05/17/2016	\$12,665.39
Gibson, Dunn and Crutcher LLP	06/24/2016	\$15,718.00
		\$249,869.45