



RECEIVED

FEB 28 2018

PUBLIC SERVICE
COMMISSION

February 15, 2018

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

RE: Atmos Energy Corporation

Docket No. 2015-00346

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 docket, 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 972-855-4031. Thank you for your assistance in this matter.

Sincerely,

A handwritten signature in blue ink that reads "Jason Schneider".

Jason Schneider
Assistant Treasurer

**COMMONWEALTH OF KENTUCKY
CASE NO: 2015-00346**

**REPORT OF ACTION
Prepared February 15, 2018**

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 November 28, 2017, Atmos Energy entered into an underwriting agreement with Merrill Lynch, Pierce, Fenner & Smith Incorporated and J.P. Morgan Securities LLC, who are acting as the underwriters in connection with this offering. Subject to the terms and conditions of the underwriting agreement, the underwriters agreed to purchase from us 4,558,404 shares of common stock at a price of \$86.79 per share. The offering has been registered under the Securities Act pursuant to a registration statement on Form S-3 (Registration No. 333-210424) of Atmos Energy (the "Registration Statement"), and a prospectus supplement dated November 28, 2017, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on November 30, 2017. The underwriters propose to offer our shares of our common stock from time to time for sale in one or more transactions on the NYSE, in the over-the-counter market, through negotiated transactions or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. At the closing of the offering on December 1, 2017, Atmos Energy received net proceeds, after offering expenses, of approximately \$395 million. We intend to use the net proceeds from this offering to repay short-term debt under our commercial paper program, to fund capital spending primarily to enhance the safety and reliability of our system and for general corporate purposes.

A list of actual fees and expenses related to the equity issuance is shown in Exhibit A.

Atmos Energy Corporation



Jason Schneider
Assistant Treasurer

Atmos Energy Corporation
December 1, 2017 Equity Offering
Offering Fees

Exhibit A

	With Option
Attorneys fees	\$ 279,228
Accounting fees	100,000
Printing fees	19,058
Misc fees	11,431
Transfer agent fees	5,000
Total Other Fees	<u>\$ 414,715</u>
SEC Fees	112,510
Underwriters discounts and commissions	<u>4,376,068</u>
Total Fees	<u><u>\$ 4,903,293</u></u>

Calculation of Underwriting Discount:

Shares to be offered	4,558,404
Overallotment option	-
Total shares offered	<u>4,558,404</u>
Underwriters discount and commission %	1.09%
Offering price to the public	<u>87.75</u>
Underwriters discount and commissions	<u><u>\$ 4,376,068</u></u>