

ATMOS ENERGY CORP  
Form 8-K  
December 12, 2006

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**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**

**December 7, 2006**

**Date of Report (Date of earliest event reported)**

**ATMOS ENERGY CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

**TEXAS AND VIRGINIA  
(State or Other Jurisdiction  
of Incorporation)**

**1-10042  
(Commission File Number)**

**75-1743247  
(I.R.S. Employer  
Identification No.)**

**1800 THREE LINCOLN  
CENTRE,  
5430 LBJ FREEWAY, DALLAS,  
TEXAS**

**(Address of Principal Executive  
Offices)**

**75240**

**(Zip Code)**

**(972) 934-9227**

**(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))
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Opinion and Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas

Opinion and Consent of Hunton & Williams LLP, Richmond, Virginia

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**Item 1.01. Entry into a Material Definitive Agreement.**

On December 7, 2006, Atmos Energy Corporation (the Company ) entered into the Underwriting Agreement, dated December 7, 2006 (the underwriting agreement ), by and among the Company and Lehman Brothers Inc. and Goldman, Sachs & Co., as representatives of Lehman Brothers Inc., Goldman, Sachs & Co., Banc of America Securities LLC, J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Capital Markets, Inc. and Wachovia Capital Markets LLC (collectively, the underwriters ), whereby the Company agreed to sell and the underwriters agreed to purchase from the Company, subject to and upon the terms and conditions set forth in the underwriting agreement, 5,500,000 shares of the Company s common stock, plus an option to purchase up to an additional 825,000 shares of the Company s common stock upon the same terms and conditions if the underwriters sell more than 5,500,000 shares, in an offering registered under the Company's effective shelf registration statement. On December 8, 2006, the underwriters exercised their option in full. The underwriting agreement contains customary representations, warranties and agreements of the Company and customary conditions to closing, indemnification rights and obligations of the parties and termination provisions.

A copy of the underwriting agreement is attached hereto as Exhibit 1.1 and is incorporated by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the underwriting agreement.

**Item 9.01. Financial Statements and Exhibits.**

**(d) Exhibits.**

- 1.1 Underwriting Agreement, dated December 7, 2006, by and among Atmos Energy Corporation and Lehman Brothers Inc. and Goldman, Sachs & Co., as representatives of Lehman Brothers Inc., Goldman, Sachs & Co., Banc of America Securities LLC, J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, SunTrust Capital Markets, Inc. and Wachovia Capital Markets LLC
  
  - 5.1 Opinion of Gibson, Dunn & Crutcher LLP, Dallas, Texas
  
  - 5.2 Opinion of Hunton & Williams LLP, Richmond, Virginia
  
  - 23.1 Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas (included in Exhibit 5.1)
  
  - 23.2 Consent of Hunton & Williams LLP, Richmond, Virginia (included in Exhibit 5.2)
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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.

ATMOS ENERGY CORPORATION  
(Registrant)

DATE: December 11, 2006

By: /s/ LOUIS P. GREGORY  
Louis P. Gregory  
Senior Vice President and General  
Counsel

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description</b>
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5.1	Opinion of Gibson, Dunn & Crutcher LLP, Dallas, Texas
5.2	Opinion of Hunton & Williams LLP, Richmond, Virginia
23.1	Consent of Gibson, Dunn & Crutcher LLP, Dallas, Texas (included in Exhibit 5.1)
23.2	Consent of Hunton & Williams LLP, Richmond, Virginia included in Exhibit 5.2)