

FEDERAL EXPRESS CORP
Form 8-K
April 11, 2013

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): **April 11, 2013**

FedEx Corporation

(Exact name of registrant as specified in its charter)

Commission File Number **1-15829**

Delaware
(State or other jurisdiction of
incorporation)

62-1721435
(IRS Employer
Identification No.)

Edgar Filing: FEDERAL EXPRESS CORP - Form 8-K

942 South Shady Grove Road, Memphis, Tennessee
(Address of principal executive offices)

38120
(ZIP Code)

Registrant's telephone number, including area code: **(901) 818-7500**

Federal Express Corporation

(Exact name of registrant as specified in its charter)

Commission File Number **1-7806**

Delaware
(State or other jurisdiction of
incorporation)

71-0427007
(IRS Employer
Identification No.)

3610 Hacks Cross Road, Memphis, Tennessee
(Address of principal executive offices)

38125
(ZIP Code)

Registrant's telephone number, including area code: **(901) 369-3600**

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))

SECTION 8. OTHER EVENTS.

Item 8.01. Other Events.

On April 11, 2013, FedEx Corporation issued and sold \$250,000,000 aggregate principal amount of its 2.70% Notes due 2023 and \$500,000,000 aggregate principal amount of its 4.10% Notes due 2043.

We are filing this Current Report on Form 8-K for the purpose of incorporating by reference the exhibits filed herewith into the Registration Statement on Form S-3 (Registration No. 333-183989) by which those notes and related guarantees were registered.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|--|
| 1.1 | Underwriting Agreement, dated April 8, 2013, among FedEx Corporation, the Significant Guarantors named therein and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, on behalf of themselves and as representatives of the several Underwriters named therein. |
| 4.1 | Supplemental Indenture No. 4, dated as of April 11, 2013, between FedEx Corporation, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. |
| 4.2 | Form of 2.70% Note due 2023 (included in Exhibit 4.1). |
| 4.3 | Form of 4.10% Note due 2043 (included in Exhibit 4.1). |
| 5.1 | Opinion of Davis Polk & Wardwell LLP regarding the legality of the notes and guarantees. |
| 5.2 | Opinion of Kimble H. Scott, Senior Vice President and General Counsel of FedEx Office and Print Services, Inc., regarding certain matters relating to FedEx Office and Print Services, Inc. |
| 5.3 | Opinion of Kenneth R. Reeves, Vice President Employment Law of FedEx Freight, Inc., regarding certain matters relating to FedEx Freight, Inc. |
| 23.1 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Kimble H. Scott (included in Exhibit 5.2). |

23.3 Consent of Kenneth R. Reeves (included in Exhibit 5.3).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

FedEx Corporation

Date: April 11, 2013

By: */s/ Herbert C. Nappier*
Herbert C. Nappier
Staff Vice President and Corporate Controller

Federal Express Corporation

Date: April 11, 2013

By: */s/ J. Rick Bateman*
J. Rick Bateman
Vice President and Worldwide Controller

EXHIBIT INDEX

| Exhibit Number | Description |
|-----------------------|--|
| 1.1 | Underwriting Agreement, dated April 8, 2013, among FedEx Corporation, the Significant Guarantors named therein and Citigroup Global Markets Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated, on behalf of themselves and as representatives of the several Underwriters named therein. |
| 4.1 | Supplemental Indenture No. 4, dated as of April 11, 2013, between FedEx Corporation, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee. |
| 4.2 | Form of 2.70% Note due 2023 (included in Exhibit 4.1). |
| 4.3 | Form of 4.10% Note due 2043 (included in Exhibit 4.1). |
| 5.1 | Opinion of Davis Polk & Wardwell LLP regarding the legality of the notes and guarantees. |
| 5.2 | Opinion of Kimble H. Scott, Senior Vice President and General Counsel of FedEx Office and Print Services, Inc., regarding certain matters relating to FedEx Office and Print Services, Inc. |
| 5.3 | Opinion of Kenneth R. Reeves, Vice President Employment Law of FedEx Freight, Inc., regarding certain matters relating to FedEx Freight, Inc. |
| 23.1 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Kimble H. Scott (included in Exhibit 5.2). |
| 23.3 | Consent of Kenneth R. Reeves (included in Exhibit 5.3). |