

AT&T INC.
Form 8-A12B
May 30, 2012

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES

PURSUANT TO SECTION 12(b) OR 12(g) OF THE

SECURITIES EXCHANGE ACT OF 1934

AT&T Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State of Incorporation or Organization)

208. S. Akard Street
Dallas, Texas
(Address of Principal Executive Offices)

43-1301883
(I.R.S. Employer
Identification no.)

75202
(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box: ☒
Securities Act registration statement file number to which this form relates:

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box: ☐

333-165543

(If applicable)

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class
to be so Registered
4.875% Global Notes due 2044
Securities to be registered pursuant to Section 12(g) of the Act:

Name of Each Exchange on Which
Each Class is to be Registered
New York Stock Exchange

None

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(Title of Class)

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

AT&T Inc., formerly known as SBC Communications Inc. (the "Company"), hereby incorporates by reference the description of its securities to be registered hereunder contained in the Prospectus dated March 18, 2010 under "Description of Debt Securities We May Offer" and in the Prospectus Supplement dated May 22, 2012, under "Description of the Notes," filed with the Securities and Exchange Commission (the "Commission") on May 24, 2012 under Rule 424(b)(5) under the Securities Act of 1933, as amended (the "Act"), pursuant to a Registration Statement on Form S-3 (No. 333-165543) previously filed with the Commission under the Act.

Item 2. Exhibits.

1. Indenture, dated as of November 1, 1994, between SBC Communications Inc. (formerly Southwestern Bell Corporation) and The Bank of New York Mellon, as Trustee (incorporated by reference to Exhibit 4-a to the Company's registration statement on Form S-3 (No. 333-165543)).
2. Form of 4.875% DTC Global Note due 2044 (incorporated by reference to Exhibit 4.1 to the Company's filing on Form 8-K (No. 001-08610), filed on May 29, 2012).
3. Form of 4.875% International Global Note due 2044 (incorporated by reference to Exhibit 4.2 to the Company's filing on Form 8-K (No. 001-08610), filed on May 29, 2012).

SIGNATURES

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, thereto duly authorized.

AT&T Inc.

Date: May 30, 2012

By: /s/ Paul W. Stephens
Paul W. Stephens
Senior Vice President and Controller