

FEDEX CORP  
Form 8-K  
April 11, 2016

# 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 report): **April 11, 2016**

### **FedEx Corporation**

(Exact Name of Registrant as Specified in Its Charter)

Commission file number **1-5829**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**62-1721435**  
(I.R.S. Employer  
Identification Number)

**942 South Shady Grove Road,**

**Memphis, Tennessee 38210**

(Address of Principal Executive Offices)

**(901) 818-7500**

(Registrant's telephone number, including area code)

# Federal Express Corporation

(Exact Name of Registrant as Specified in Its Charter)

Commission file number **1-5829**

**Delaware**  
(State or Other Jurisdiction of  
Incorporation or Organization)

**71-0427007**  
(I.R.S. Employer  
Identification Number)

**3610 Hacks Cross Road,**

**Memphis, Tennessee 38125**

(Address of Principal Executive Offices)

**(901) 369-3600**

(Registrant's telephone number, including area code)

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**SECTION 8. OTHER EVENTS.**

**Item 8.01. Other Events.**

On April 11, 2016, FedEx Corporation issued 500,000,000 aggregate principal amount of its Floating Rate Notes due 2019, 500,000,000 aggregate principal amount of its 0.500% Notes due 2020, 750,000,000 aggregate principal amount of its 1.000% Notes due 2023 and 1,250,000,000 aggregate principal amount of its 1.625% Notes due 2027.

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. 333-207036) 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 4, 2016, among FedEx Corporation, the Significant Guarantors named therein and BNP Paribas, Deutsche Bank AG, London Branch, J.P. Morgan Securities plc, Merrill Lynch International and the other several underwriters named therein.
4.1	Indenture, dated as of October 23, 2015, between FedEx Corporation, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee (incorporated by reference to Exhibit 4.1 to the Registrant's Report on Form 8-K of October 23, 2015).
4.2	Supplemental Indenture No. 3, dated as of April 11, 2016, between FedEx Corporation, the Guarantors named therein, Wells Fargo Bank, National Association, as trustee, and Elavon Financial Services Limited, UK Branch, as paying agent.
4.3	Form of Floating Rate Note due 2019 (included in Exhibit 4.2).
4.4	Form of 0.500% Note due 2020 (included in Exhibit 4.2).
4.5	Form of 1.000% Note due 2023 (included in Exhibit 4.2).
4.6	Form of 1.625% Note due 2027 (included in Exhibit 4.2).

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- 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 Christina R. Conrad, Senior Managing Attorney Employment Law and Assistant Secretary 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 Christina R. Conrad (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, 2016

By: /s/ John D. Hartney  
Name: John D. Hartney  
Title: Staff Vice President and Assistant  
Treasurer

**Federal Express Corporation**

Date: April 11, 2016

By: /s/ Clement Edward Klank III  
Name: Clement Edward Klank III  
Title: Secretary

**EXHIBIT INDEX**

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