

FEDERAL EXPRESS CORP  
Form 8-K  
January 16, 2009

**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): January 13, 2009

**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.)*

**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 January 16, 2009, FedEx Corporation issued and sold \$250,000,000 aggregate principal amount of its 7.375% Notes due 2014 and \$750,000,000 aggregate principal amount of its 8.000% Notes due 2019.

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. 333-136253) by which those notes and the related guarantees were registered.

**SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS**

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

(d) Exhibits.

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 1.1                   | Underwriting Agreement, dated January 13, 2009, among FedEx Corporation, the Significant Guarantors named therein and SunTrust Robinson Humphrey, Inc., Goldman, Sachs & Co. and J.P. Morgan Securities Inc., on behalf of themselves and as representatives of the Underwriters named therein. |
| 4.1                   | Supplemental Indenture No. 2, dated as of January 16, 2009, between FedEx Corporation, the Guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as trustee.  |
| 4.2                   | Form of 7.375% Note due 2014 (included in Exhibit 4.1).   |
| 4.3                   | Form of 8.000% Note due 2019 (included in Exhibit 4.1).   |

**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: January 16, 2009

By: /s/ JOHN L. MERINO  
John L. Merino  
Corporate Vice President and

Principal Accounting Officer

**Federal Express Corporation**

Date: January 16, 2009

By: /s/ J. RICK BATEMAN  
J. Rick Bateman  
Vice President and

Worldwide Controller

**EXHIBIT INDEX**

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