

ATMOS ENERGY CORP

Form 8-K

July 16, 2004

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**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**

July 13, 2004

Date of Report (Date of earliest event reported)

ATMOS ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

TEXAS AND VIRGINIA

1-10042

75-1743247

(State or Other Jurisdiction
of Incorporation or
Organization)

(Commission File
Number)

(I.R.S. Employer
Identification No.)

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

75240

(Address of Principal
Executive Offices)

(Zip Code)

(972) 934-9227

(Registrant's Telephone Number, Including Area Code)
Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

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ITEM 5. OTHER EVENTS.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

SIGNATURE

INDEX TO EXHIBITS

Purchase Agreement

Opinion/Consent of Gibson, Dunn & Crutcher LLP

Opinion/Consent of Hunton & Williams LLP

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ITEM 5. OTHER EVENTS.

On July 13, 2004, Atmos Energy Corporation (Registrant) and Merrill Lynch, Pierce, Fenner & Smith Incorporated, on behalf of the underwriters named in Schedule A of that certain Purchase Agreement (collectively the Underwriters), executed the Purchase Agreement in connection with the sale by Registrant to the Underwriters of a total of 8,650,000 shares of the Registrant s common stock, plus up to an additional 1,289,393 shares of the Registrant s common stock issuable upon the exercise of an option granted by the Registrant to the underwriters to cover overallotments, a copy of which is attached hereto as Exhibit 1.1.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

- 1.1 Purchase Agreement dated July 13, 2004
 - 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: July 16, 2004

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

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