

AGL RESOURCES INC
Form 8-K
December 07, 2011

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): December 7, 2011

AGL RESOURCES INC.
(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction
of incorporation)

1-14174
(Commission File No.)

58-2210952
(I.R.S Employer
Identification No.)

Ten Peachtree Place NE Atlanta, Georgia 30309
(Address and zip code of principal executive offices)

404-584-4000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

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.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2b under the Exchange Act.

[] Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Item 5.04 Temporary Suspension of Trading Under Registrant’s Employee Benefit Plans.

Following the proposed merger of AGL Resources Inc. (“AGL”) with Nicor Inc. (the “Merger”), AGL will assume Nicor’s 401(k) plans (the “Nicor 401(k) Plans”). In connection with the Merger, all Nicor common stock in the Nicor 401(k) Plans will be converted into shares of AGL common stock and cash. While the trustee of the Nicor 401(k) Plans is taking the steps necessary to process and implement this conversion of shares, the participants in the Nicor 401(k) Plans will be unable to direct or diversify investments in or out of the Nicor/AGL common stock fund, which constitutes a “blackout period” for the Nicor 401(k) Plans (the “401(k) Plan blackout period”). In accordance with the Securities and Exchange Commission’s Regulation BTR, AGL previously provided its directors and executive officers with notice on November 4, 2011 (the “Initial BTR Notice”), regarding the 401(k) Plan blackout period and filed an 8-K regarding such blackout notice on November 4, 2011 (the “Initial BTR 8-K”). The Initial BTR Notice and the Initial BTR 8-K are incorporated herein by this reference.

The 401(k) Plan blackout period may last for more than three business days, and it is expected that the number of participants in the Nicor 401(k) Plans will constitute more than 50% of the total number of participants in all such plans sponsored by AGL following completion of the proposed merger. Accordingly, pursuant to the Securities and Exchange Commission’s Regulation BTR, a corresponding blackout period will be imposed on all of AGL’s directors and executive officers with respect to equity securities acquired in connection with their service to AGL.

The Initial BTR Notice informed AGL directors and executive officers that the 401(k) Plan blackout period would commence at 12 p.m. central time, on the trading date immediately before the Merger closing date. On December 7, 2011, AGL sent an updated notice to its directors and executive officers informing them that the Merger closing is subject to the Illinois Commerce Commission’s (“ICC”) review and approval and the receipt and acceptance of the ICC’s written order authorizing the merger that is satisfactory to AGL and Nicor Inc., and pending approval of the ICC, the parties anticipate that the closing could occur during the week of Sunday, December 4, 2011 through Saturday, December 10, 2011. Pursuant to Rule 104(b)(1)(iv)(B) of Regulation BTR, directors and executive officers may obtain, without charge, information as to whether the blackout period has begun or ended. During the blackout period and for a period of two years after the ending date of the blackout period, AGL shareholders or other interested persons may obtain, without charge, the actual beginning and ending dates of the blackout period by contacting Paul Shlanta, at AGL Resources Inc., Ten Peachtree Place, NE, Atlanta, Georgia 30309; telephone number (404) 584-3430.

AGL provided the updated Notice to its directors and executive officers pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Rule 104 of the Securities and Exchange Commission’s Regulation BTR. A copy of the updated Notice, which includes the information specified in Rule 104(b) of Regulation BTR, is attached as Exhibit 99.1 and incorporated herein by reference.

Inquiries regarding the 401(k) blackout period should be directed to Paul Shlanta, at AGL Resources Inc., Ten Peachtree Place, NE, Atlanta, Georgia 30309; telephone number (404) 584-3430.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Updated Notice to Directors and Executive Officers of AGL Resources Inc. Concerning Limitations on Trading in AGL Resources Inc.

Securities.

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 hereunto duly authorized.

AGL RESOURCES INC.
(Registrant)

Date: December 7, 2011

By: /s/Andrew W. Evans
Andrew W. Evans
Executive Vice President and Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Updated Notice to Directors and Executive Officers of AGL Resources Inc. Concerning Limitations on Trading in AGL Resources Inc. Securities.