

ATMOS ENERGY CORP
Form 8-K
December 16, 2002

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**

December 3, 2002
Date of Report (Date of earliest event reported)

ATMOS ENERGY CORPORATION

(Exact Name of Registrant as Specified in its Charter)

TEXAS AND VIRGINIA
(State or Other Jurisdiction of
Incorporation or Organization)

1-10042
(Commission File Number)

75-1743247
(I.R.S. Employer
Identification No.)

**1800 THREE LINCOLN CENTRE,
5430 LBJ FREEWAY, DALLAS, TEXAS**
(Address of Principal Executive Offices)

75240
(Zip Code)

(972) 934-9227
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On December 3, 2002, through a merger of Mississippi Valley Gas Company, a Mississippi corporation (MVG), with and into the Registrant, the Registrant acquired all the assets of MVG. The Registrant announced the closing of the acquisition in a press release dated December 4, 2002, a copy of which is attached hereto as Exhibit 99.1, and is incorporated herein by reference. The acquisition was consummated pursuant to that certain Agreement of Merger and Plan of Reorganization entered into by and among the Registrant, MVG, and the Shareholders of MVG on September 21, 2001 (the Agreement). Such Agreement is included as Exhibit 2.1 hereto, which is also incorporated herein by reference.

The purchase price of approximately \$150 million, paid equally in cash and stock of the Registrant, plus the assumption of MVG 's debt, was determined through arms-length negotiations between the parties. At no time has the Registrant or any of its affiliates, directors or officers or any associate of any of its directors or officers had a material relationship with MVG or any of its shareholders, the Robert M. Hearin Support Foundation, the Estate of Leon Hess and the Twenty-Five Year Charitable Lead Annuity Trust under the Will of Leon Hess. The Registrant financed the cash portion of the acquisition primarily from a borrowing of \$147,000,000 under that certain Bridge Credit Agreement dated as of October 7, 2002 between the Registrant and Bank One, N.A. and other lenders. The closing of the transaction was conditioned, among other things, upon approvals from the regulatory commissions of seven states, including the Mississippi Public Service Commission, as well as the U.S. Federal Trade Commission and U.S. Department of Justice, which approvals were received prior to the closing of the transaction.

The assets acquired from MVG through the merger consist of the property, plant and equipment used in MVG 's regulated natural gas sales and distribution business in the State of Mississippi, as well as the assets of its three subsidiaries engaged respectively in the regulated water sales and distribution business, regulated wastewater treatment business and unregulated natural gas sales and distribution-related business. The Registrant intends to continue to utilize the assets of MVG primarily in the same manner as utilized before the acquisition.

Effective December 3, 2002, as a result of the merger, the MVG assets and operations have become the Mississippi Valley Gas Company Division of the Registrant, which the Registrant will continue to operate along with its Atmos Energy Colorado/Kansas, Atmos Energy Kentucky, Atmos Energy Louisiana, Atmos Energy Mid-States and Atmos Energy Texas divisions.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

2.1 Agreement and Plan of Merger and Reorganization dated September 21, 2001 by and among Atmos Energy Corporation, Mississippi Valley Gas Company, and the Shareholders of Mississippi Valley Gas Company (incorporated herein by reference to Exhibit 2.2 to Registrant 's Form 10-K for the fiscal year ended September 30, 2001 (File No. 1-10042)).

99.1 News Release of Atmos Energy Corporation dated December 4, 2002.

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: December 16, 2002

By:

/s/ LOUIS P. GREGORY

Louis P. Gregory
Senior Vice President and General Counsel

EXHIBIT INDEX

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