

**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**

**June 3, 2020
Date of Report
(Date of earliest event reported)**

AMAZON.COM, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-22513
(Commission
File Number)

91-1646860
(IRS Employer
Identification No.)

410 Terry Avenue North, Seattle, Washington 98109-5210
(Address of principal executive offices, including Zip Code)

(206) 266-1000
(Registrant's telephone number, including area code)

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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of Each Class | Trading Symbol(s) | Name of Each Exchange on Which Registered |
|---|------------------------------|--|
| Common Stock, par value \$.01 per share | AMZN | Nasdaq Global Select Market |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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ITEM 8.01. OTHER EVENTS.

On June 3, 2020, Amazon.com, Inc. (the “Company”) closed the sale of \$1,000,000,000 aggregate principal amount of its 0.400% notes due 2023 (the “2023 Notes”), \$1,250,000,000 aggregate principal amount of its 0.800% notes due 2025 (the “2025 Notes”), \$1,250,000,000 aggregate principal amount of its 1.200% notes due 2027 (the “2027 Notes”), \$2,000,000,000 aggregate principal amount of its 1.500% notes due 2030 (the “2030 Notes”), \$2,500,000,000 aggregate principal amount of its 2.500% notes due 2050 (the “2050 Notes”), and \$2,000,000,000 aggregate principal amount of its 2.700% notes due 2060 (the “2060 Notes” and, together with the 2023 Notes, 2025 Notes, 2027 Notes, 2030 Notes, and 2050 Notes, the “Notes”) pursuant to an underwriting agreement dated June 1, 2020 (the “Underwriting Agreement”) among the Company and Goldman Sachs & Co. LLC, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., and J.P. Morgan Securities LLC, as managers of the several underwriters named in Schedule II therein. The sale of the Notes was registered under the Company’s registration statement on Form S-3 filed on June 1, 2020 (File No. 333-238831).

The aggregate public offering price of the Notes was \$9.946 billion and the estimated net proceeds from the offering were approximately \$9.918 billion, after deducting underwriting discounts from the public offering price and before deducting offering expenses payable by us. The Notes were issued pursuant to an indenture dated as of November 29, 2012 (the “Indenture”) between the Company and Wells Fargo Bank, National Association, as trustee (the “Trustee”), together with the officers’ certificate dated as of June 3, 2020 issued pursuant thereto establishing the terms of each series of the Notes (the “Officers’ Certificate”).

The foregoing descriptions of the Underwriting Agreement and the Officers’ Certificate are qualified in their entirety by the terms of such agreements, which are filed as Exhibit 1.1 and Exhibit 4.1, respectively, and incorporated herein by reference. The foregoing description of the Notes is qualified in its entirety by reference to the full text of the form of 2023 Note, form of 2025 Note, form of 2027 Note, form of 2030 Note, form of 2050 Note, and form of 2060 Note, which are filed hereto as Exhibit 4.2, Exhibit 4.3, Exhibit 4.4, Exhibit 4.5, Exhibit 4.6, and Exhibit 4.7, respectively, and incorporated herein by reference.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**(d) Exhibits.**

| <u>Exhibit Number</u> | <u>Description</u> |
|----------------------------------|---|
| 1.1 | <u>Underwriting Agreement, dated as of June 1, 2020, among Amazon.com, Inc. and Goldman Sachs & Co. LLC, Deutsche Bank Securities Inc., HSBC Securities (USA) Inc., and J.P. Morgan Securities LLC, as managers of the several underwriters named in Schedule II therein.</u> |
| 4.1 | <u>Officers' Certificate of Amazon.com, Inc., dated as of June 3, 2020.</u> |
| 4.2 | <u>Form of 0.400% Note due 2023 (included in Exhibit 4.1).</u> |
| 4.3 | <u>Form of 0.800% Note due 2025 (included in Exhibit 4.1).</u> |
| 4.4 | <u>Form of 1.200% Note due 2027 (included in Exhibit 4.1).</u> |
| 4.5 | <u>Form of 1.500% Note due 2030 (included in Exhibit 4.1).</u> |
| 4.6 | <u>Form of 2.500% Note due 2050 (included in Exhibit 4.1).</u> |
| 4.7 | <u>Form of 2.700% Note due 2060 (included in Exhibit 4.1).</u> |
| 5.1 | <u>Opinion of Gibson, Dunn & Crutcher LLP.</u> |
| 23.1 | <u>Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1).</u> |
| 104 | The cover page from this Current Report on Form 8-K, formatted in Inline XBRL (included as Exhibit 101). |

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.

AMAZON.COM, INC. (REGISTRANT)

/s/ Antonio Masone

Antonio Masone
Treasurer

Dated: June 3, 2020