

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Exchange 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 101(b) of the Securities Exchange Act. ☐

Item 1.01. Entry into a Material Definitive Agreement.

On June 21, 2024, Atmos Energy Corporation (“Atmos Energy”) completed a public offering of \$325 million principal amount of its 5.900% Senior Notes due 2033 (the “Notes”). The offering has been registered under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to a registration statement on Form S-3 (Registration No. 333-271038) of Atmos Energy and the Prospectus Supplement dated June 18, 2024, which was filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on June 20, 2024. Atmos Energy received net proceeds from the offering, after the underwriting discount and estimated offering expenses payable by it and excluding amounts paid by the purchasers with respect to accrued interest, of approximately \$338.9 million.

The Notes were an additional issuance of the existing \$400,000,000 5.900% Senior Notes due 2033 and were issued pursuant to an indenture dated as of March 26, 2009 (the “Base Indenture”) between Atmos Energy and Bank of America Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee (the “Trustee”), and an officers’ certificate delivered to the Trustee pursuant to Section 301 of the Base Indenture (the “Officers’ Certificate,” and the Base Indenture, as modified by the Officers’ Certificate, is referred to hereinafter as the “Indenture”). The Notes are represented by a global security executed by Atmos Energy on June 21, 2024 (the “Global Security”). The Notes are unsecured senior obligations that rank equally in right of payment with all of Atmos Energy’s other existing and future unsubordinated debt. The Notes bear interest at an annual rate of 5.900%, payable semi-annually on May 15 and November 15 of each year, beginning on November 15, 2024, and mature on November 15, 2033. The interest payment on November 15, 2024 will include interest from and including May 15, 2024.

Atmos Energy may redeem the Notes at its option at any time or from time to time, in whole or in part, at a redemption price calculated in accordance with the Indenture. The Indenture includes covenants that limit the ability of Atmos Energy and its restricted subsidiaries (as defined in the Indenture) to, among other things, (i) grant specified liens, (ii) engage in specified sale and leaseback transactions, (iii) consolidate or merge with or into other companies, and (iv) sell all or substantially all of Atmos Energy’s assets. The restrictive covenants are subject to a number of exceptions and qualifications set forth in the Indenture. The Indenture provides for events of default, including (i) non-payment of principal or interest, (ii) breaches of covenants, (iii) certain payment defaults at final maturity or acceleration of other debt, and (iv) the occurrence of events of bankruptcy, insolvency or reorganization. If any event of default occurs and continues, subject to certain exceptions, the Trustee or the holders of at least 25% in aggregate principal amount of the then outstanding Notes may declare all the Notes to be due and payable immediately, together with accrued and unpaid interest.

The above descriptions are qualified in their entirety by reference to the text of the Base Indenture, the Officers’ Certificate, and the Global Security. The Base Indenture has been previously filed, the Officers’ Certificate is filed as Exhibit 4.2, and the Global Security is filed as Exhibit 4.3 to this Current Report on Form 8-K, and each is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
4.1	Indenture dated as of March 26, 2009, between the Company and U.S. Bank Trust Company, National Association, as successor in interest to U.S. Bank National Association, as trustee. Incorporated by reference to Exhibit 4.1 to the Company's Form 8-K filed March 26, 2009 (File No. 1-10042).
4.2	Officers' Certificate dated June 21, 2024
4.3	Global Security for the 5.900% Senior Notes due 2033
104	Cover Page Interactive Data File. The cover page XBRL tags are embedded with the inline XBRL document (contained in Exhibit 101).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused to be signed on its behalf by the undersigned hereunto duly authorized.

ATMOS ENERGY CORPORATION
(Registrant)

DATE: June 21, 2024

By: /s/ Daniel M. Meziere
Daniel M. Meziere
Vice President of Investor Relations and