

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

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### FILER

#### **ATMOS ENERGY CORP**

CIK: **731802** | IRS No.: **751743247** | State of Incorpor.: **TX** | Fiscal Year End: **0930**  
Type: **8-K** | Act: **34** | File No.: **001-10042** | Film No.: **94500396**  
SIC: **4924** Natural gas distribution

Business Address  
*1800 THREE LINCOLN CTR  
5430 LBJ FREEWAY  
DALLAS TX 75240  
2149349227*

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 22, 1993

ATMOS ENERGY CORPORATION  
(Exact name of registrant as specified in its charter)

TEXAS	1-10042	75-1743247
(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer ID. No.)

1800 THREE LINCOLN CENTRE, 5430 LBJ FREEWAY, DALLAS, TEXAS	75240
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code (214) 934-9227

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(Former name or former address, if changed since last report)

Item 2. Acquisition or Disposition of Assets.

On December 22, 1993, Atmos Energy Corporation ("Atmos") acquired by means of a merger all of the assets and liabilities of Greeley Gas Company ("Greeley") in accordance with the terms and provisions of an Agreement and Plan of Reorganization dated July 2, 1993 (the "Agreement") by and among Atmos, Greeley Gas Acquisition Corporation, a wholly owned subsidiary of Atmos ("Acquisition Corp"), and Greeley. Under the terms of the Agreement, Greeley merged with and into Acquisition Corp, with Acquisition Corp being the surviving corporation. All of the shares of Greeley's common stock were exchanged for a total of 2,329,330 shares of Atmos common stock. (Fractional shares were paid in cash.) Immediately following the merger of Greeley and Acquisition Corp, Acquisition Corp was merged with and into its parent, Atmos.

The amount of consideration paid for the outstanding stock of Greeley was established in the Agreement. Atmos based its offer to pay such consideration on various factors, including the nature and quality of Greeley's assets, the financial condition and business prospects of Greeley, and the impact on Atmos' earnings per share. Atmos and Acquisition Corp also received a separate fairness opinion from Stephens Inc., their investment banker and financial advisor.

Greeley was a privately owned natural gas utility engaged in the distribution and sale of natural gas to residential, commercial, industrial, agricultural, and other customers throughout Colorado, Kansas, and a small portion of Missouri. Greeley's assets consisted of physical property, plant, and equipment (including a pipeline system consisting of 208 miles of gathering system, 219 miles of transmission pipeline, and 3,242 miles of distribution main) used in the conduct of its utility business.

Item 7. Financial Statements and Exhibits.

(a) The following financial statements and related documents for Greeley are incorporated by reference to Atmos' Amendment No. 2 to Form S-4 (Reg. No. 33-67098) filed October 8, 1993:

Report of independent auditors

Balance sheets at December 31, 1991 and 1992

Statements of operations and retained earnings for the

years ended December 31, 1991 and 1992

Statements of cash flows for the years ended  
December 31, 1991 and 1992

Notes to financial statements

It is impracticable, as of the date hereof, to provide the required financial statements for Greeley relating to the periods ended September 30, 1992 and 1993. Such financial statements will be filed as soon as practicable but in any event not later than 60 days after the date hereof.

(b) The following pro forma financial information for Atmos and Greeley are incorporated by reference to Atmos' Amendment No. 2 to Form S-4 (Reg. No. 33-67098) filed October 8, 1993:

Unaudited pro forma condensed statement of income for  
Atmos' twelve months ended September 30, 1991 and Greeley's  
twelve months ended December 31, 1991

Unaudited pro forma condensed statement of income for  
Atmos' twelve months ended September 30, 1992 and Greeley's  
twelve months ended December 31, 1992

Notes to unaudited pro forma condensed financial  
statements

It is impracticable, as of the date hereof, to provide the required pro forma financial statements for Atmos and Greeley relating to the year ended September 30, 1993. Such pro forma financial statements will be filed as soon as practicable but in any event not later than 60 days after the date hereof.

(c) See the Exhibits Index for a list of exhibits filed with this report.

#### 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.

ATMOS ENERGY CORPORATION  
(Registrant)

Date: January 5, 1994

By: /s/ JAMES F. PURSER  
James F. Purser  
Executive Vice President

EXHIBITS INDEX

Exhibit Number	Description	Sequentially Numbered Page or Incorporation by Reference to
2.1	Agreement and Plan of Reorganization dated July 2, 1993 by and among Atmos, Greeley Gas Acquisition Corporation, and Greeley.	Exhibit 2 to Amendment No. 2 to Form S-4 (Reg. No. 33-67098) filed October 8, 1993.
2.2	List of schedules omitted from Exhibit 2.1.	
4.1	Restated Articles of Incorporation of Atmos dated November 10, 1989.	Exhibit 3(a) of Form 10-K for fiscal year ended September 30, 1991.
4.2	Bylaws of Atmos (Amended and restated as of February 12, 1992).	Exhibit 3 of Form for quarter ended March 31, 1992.
4.3	Specimen Common Stock Certificate (Atmos Energy Corporation)	Exhibit 4(b) of Form 10-K for fiscal year ended September 30, 1988 (File No. 1-10042).
4.4	Rights Agreement dated as of April 27, 1988 between Atmos and Morgan Shareholder Services Trust Company.	Exhibit 1 of Form 8-K filed May 10, (File No. 0-11249).

23 Consent of Ernst & Young, Denver,  
Colorado.

List of Schedules  
Omitted from Exhibit 2.1,  
Agreement and Plan of Reorganization

1. Exhibit A, Greeley Disclosure Schedule, containing information regarding Greeley's interests in other business entities, repurchases of Greeley stock, required consents to the merger, environmental matters, a list of Greeley's material contracts, contingencies and liabilities, material litigation, liens and encumbrances on Greeley's assets, real property interests, employee benefit plans, insurance policies, and other matters.
2. Exhibit B, Atmos Disclosure Schedule, containing information regarding Atmos stock options, undisclosed liabilities, and litigation.
3. Exhibit C, Acquisition Corp Disclosure Schedule.
4. Exhibit D, Employment Agreement entered into between Atmos and Mr. Gary Schlessman.
5. Exhibit F, Opinion of Greeley's Counsel.
6. Exhibit G, Opinion of Atmos' and Acquisition Corp's Counsel.

Atmos hereby agrees to furnish supplementally a copy of any omitted schedule to the Commission upon request.

CONSENT OF INDEPENDENT AUDITORS

We consent to the incorporation by reference in this Form 8-K of our report dated February 26, 1993, except for Note 8, as to which the date is July 26, 1993, with respect to the financial statements of Greeley Gas Company included in the Registration Statement (Form S-4 No. 33-67098) of Atmos Energy Corporation filed with the Securities and Exchange Commission.

ERNST & YOUNG

Denver, Colorado  
January 5, 1994