

FEDEX CORP
Form 8-K
October 23, 2015

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): **October 23, 2015**

FedEx Corporation

(Exact name of registrant as specified in its charter)

Commission file number **1-5829**

Delaware
(State or other jurisdiction of
incorporation)

942 South Shady Grove Road, Memphis, Tennessee
(Address of principal executive offices)

62-1721435
(I.R.S. Employer
Identification Number)

38120
(ZIP Code)

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Registrant's telephone number, including area code: **(901) 818-7500**

Federal Express Corporation

(Exact name of registrant as specified in its charter)

Commission file number **1-7806**

Delaware

(State or other jurisdiction of
incorporation)

71-0427007

(I.R.S. Employer
Identification Number)

3610 Hacks Cross Road, Memphis, Tennessee
(Address of principal executive offices)

38125
(ZIP Code)

Registrant's telephone number, including area code: **(901) 369-3600**

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))

SECTION 8. OTHER EVENTS.

Item 8.01. Other Events.

On October 23, 2015, FedEx Corporation issued \$1,250,000,000 aggregate principal amount of its 4.750% Notes due 2045.

We are filing this Current Report on Form 8-K for the purpose of incorporating by reference the exhibits filed herewith into the Registration Statement on Form S-3 (Registration No. 333-207036) by which those notes and related guarantees were registered.

SECTION 9. FINANCIAL STATEMENTS AND EXHIBITS.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 1.1 | Underwriting Agreement, dated October 20, 2015, among FedEx Corporation, the Significant Guarantors named therein and Mizuho Securities USA Inc., Morgan Stanley & Co. LLC and Wells Fargo Securities, LLC, on behalf of themselves and as representatives of the several underwriters named therein. |
| 4.1 | Indenture, dated as of October 23, 2015, between FedEx Corporation, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. |
| 4.2 | Supplemental Indenture No. 1, dated as of October 23, 2015, between FedEx Corporation, the Guarantors named therein and Wells Fargo Bank, National Association, as trustee. |
| 4.3 | Form of 4.750% Note due 2045 (included in Exhibit 4.2). |
| 5.1 | Opinion of Davis Polk & Wardwell LLP regarding the legality of the notes and guarantees. |
| 5.2 | Opinion of Kimble H. Scott, Senior Vice President and General Counsel of FedEx Office and Print Services, Inc., regarding certain matters relating to FedEx Office and Print Services, Inc. |
| 5.3 | Opinion of Christina R. Conrad, Senior Managing Attorney Employment Law and Assistant Secretary of FedEx Freight, Inc., regarding certain matters relating to FedEx Freight, Inc. |
| 23.1 | Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1). |
| 23.2 | Consent of Kimble H. Scott (included in Exhibit 5.2). |

23.3 Consent of Christina R. Conrad (included in Exhibit 5.3).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

FedEx Corporation

Date: October 23, 2015

By: /s/ Michael C. Lenz

Michael C. Lenz
Corporate Vice President and Treasurer

Federal Express Corporation

Date: October 23, 2015

By: /s/ Clement Edward Klank III

Clement Edward Klank III
Secretary

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