

DIRECTV  
Form 8-K  
December 04, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

**December 2, 2014**

Date of Report (Date of earliest event reported)

**DIRECTV**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation)

**001-34554**

(Commission File Number)

**26-4772533**

(IRS Employer Identification No.)

**2260 East Imperial Highway  
El Segundo, California**

(Address of principal executive offices)

**90245**

(Zip Code)

**(310) 964-5000**

(Registrant's telephone number, including area code)

## Edgar Filing: DIRECTV - Form 8-K

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 (*see* General Instruction A.2. below):

- 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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

*Underwriting Agreement*

On December 2, 2014, DIRECTV Holdings LLC ( Holdings ) and DIRECTV Financing Co., Inc. ( Finance Co. ) and collectively with Holdings, the Issuers ), which are indirect, wholly-owned subsidiaries of DIRECTV, entered into an underwriting agreement (the Underwriting Agreement ) with Barclays Capital Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, and Santander Investment Securities Inc. as representatives of the several underwriters listed in Schedule 1 thereto (collectively, the Underwriters ). Pursuant to the Underwriting Agreement, the Issuers agreed to issue and sell, and the Underwriters agreed to purchase for resale to the public \$1,200,000,000 aggregate principal amount of 3.95% Senior Notes due 2025 (the Notes ).

The delivery of the Notes is expected to be made to investors in book-entry form through The Depository Trust Company and its participants on or about December 11, 2014.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is filed with this report:

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 2, 2014, by and among DIRECTV Holdings LLC, DIRECTV Financing Co., Inc., the guarantors signatory thereto and Barclays Capital Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, and Santander Investment Securities Inc. as representatives of the underwriters.

**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.

**DIRECTV**

By:

/s/ Larry D. Hunter

Name: Larry D. Hunter

Title: Executive Vice President and General Counsel

Date: December 4, 2014

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 2, 2014, by and among DIRECTV Holdings LLC, DIRECTV Financing Co., Inc., the guarantors signatory thereto and Barclays Capital Inc., J.P. Morgan Securities LLC, Morgan Stanley & Co. LLC, and Santander Investment Securities Inc. as representatives of the underwriters.