

AMAZON COM INC
Form 8-K
December 05, 2014
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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

December 2, 2014

DATE OF REPORT

(DATE OF EARLIEST EVENT REPORTED)

AMAZON.COM, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

DELAWARE

**000-22513
(COMMISSION)**

**91-1646860
(IRS EMPLOYER)**

**(STATE OR OTHER
JURISDICTION**

FILE NO.)

IDENTIFICATION NO.)

OF INCORPORATION)

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))

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ITEM 8.01 OTHER EVENTS.

On December 5, 2014, Amazon.com, Inc. (the Company) closed the sale of \$1,000,000,000 aggregate principal amount of its 2.600% notes due 2019 (the 2019 Notes), \$1,000,000,000 aggregate principal amount of its 3.300% notes due 2021 (the 2021 Notes), \$1,250,000,000 aggregate principal amount of its 3.800% notes due 2024 (the 2024 Notes), \$1,250,000,000 aggregate principal amount of its 4.800% notes due 2034 (the 2034 Notes) and \$1,500,000,000 aggregate principal amount of its 4.950% notes due 2044 (the 2044 Notes and, together with the 2019 Notes, 2021 Notes, 2024 Notes and 2034 Notes, the Notes) pursuant to an underwriting agreement dated December 2, 2014 (the Underwriting Agreement) among the Company and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives 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 November 26, 2012 (File No. 333-185137).

The aggregate public offering price of the Notes was \$5.953 billion and the estimated net proceeds from the offering were approximately \$5.920 billion, after deducting underwriting discounts from the public offering price. 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 December 5, 2014 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 2.600% Note due 2019, form of 3.300% Note due 2021, form of 3.800% Note due 2024, form of 4.800% Note due 2034 and form of 4.950% Note due 2044, which are filed hereto as Exhibit 4.2, Exhibit 4.3, Exhibit 4.4, Exhibit 4.5 and Exhibit 4.6, respectively, and incorporated herein by reference.

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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

| Exhibit Number | Description |
|---------------------------|---|
| 1.1 | Underwriting Agreement, dated as of December 2, 2014, among Amazon.com, Inc. and Morgan Stanley & Co. LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Deutsche Bank Securities Inc., as representatives of the several underwriters named in Schedule II therein. |
| 4.1 | Officers Certificate of Amazon.com, Inc., dated as of December 5, 2014. |
| 4.2 | Form of 2.600% Note due 2019 (included in Exhibit 4.1). |
| 4.3 | Form of 3.300% Note due 2021 (included in Exhibit 4.1). |
| 4.4 | Form of 3.800% Note due 2024 (included in Exhibit 4.1). |
| 4.5 | Form of 4.800% Note due 2034 (included in Exhibit 4.1). |
| 4.6 | Form of 4.950% Note due 2044 (included in Exhibit 4.1). |
| 5.1 | Opinion of Gibson, Dunn & Crutcher LLP. |
| 12.1 | Computation of Ratio of Earnings to Fixed Charges. |
| 23.1 | Consent of Gibson, Dunn & Crutcher LLP (included in Exhibit 5.1). |

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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)

Dated: December 5, 2014

/s/ Kurt H. Zumwalt
Kurt H. Zumwalt
Treasurer

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