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AT&T CORP  
Form 8-K  
December 21, 2001

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DECEMBER 19, 2001  
Date of report (Date of earliest event reported)

AT&T CORP.  
(Exact Name of Registrant as Specified in Charter)

NEW YORK (State or Other Jurisdiction of Incorporation)	1-1105 (Commission File Number)	13-4924710 (IRS Employer Identification No.)
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32 AVENUE OF THE AMERICAS, NEW YORK, NEW YORK 10013-2412  
(Address of Principal Executive Offices, including Zip Code)

(212) 387-5400  
(Registrant's telephone number, including area code)

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On December 19, 2001, AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") announced that AT&T, AT&T Broadband Corp., Comcast, AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation entered into a definitive agreement and plan of merger (the "Merger Agreement"), dated as of December 19, 2001. Also, AT&T and AT&T Broadband Corp. entered into a Separation and Distribution Agreement (the "Separation and Distribution Agreement"), dated as of December 19, 2001. A copy of the Merger Agreement, the Separation and Distribution Agreement and the joint press release issued by AT&T and Comcast on December 19, 2001, are attached hereto as Exhibits 2.1, 2.2 and

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99.1, respectively, and are each incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

- 2.1 Agreement and Plan of Merger, dated as of December 19, 2001, by and among AT&T Corp., AT&T Broadband Corp., Comcast Corporation, AT&T Broadband Acquisition Corp., Comcast Acquisition Corp. and AT&T Comcast Corporation.
- 2.2 Separation and Distribution Agreement, dated as of December 19, 2001, by and between AT&T Corp. and AT&T Broadband Corp.
- 99.1 Joint Press Release, dated December 19, 2001.

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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.

Date: December 19, 2001

AT&T CORP.

By: /s/ Robert S. Feit

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Name: Robert S. Feit  
Title: Chief Counsel - Corporate  
and Financial Matters

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EXHIBIT INDEX

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