

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/

Form 8-K

October 26, 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 20, 2015**

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION

(Exact name of registrant as specified in its charter)

District of Columbia

1-7102

52-0891669

(state or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
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20701 Cooperative Way

20166-6691

Dulles, VA

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: **(703) 467-1800**

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

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))

Item 8.01 Other Events.

On October 20, 2015, National Rural Utilities Cooperative Finance Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc., Mizuho Securities USA Inc. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named on Schedule I thereto, in connection with the issuance and sale of \$350,000,000 aggregate principal amount of 2.30% Collateral Trust Bonds due 2020 (the “2020 Bonds”) and \$400,000,000 aggregate principal amount of 3.25% Collateral Trust Bonds due 2025 (the “2025 Bonds,” and, together with the 2020 Bonds, the “Bonds”). The offering is expected to close on October 27, 2015.

Copies of the Underwriting Agreement and the Forms of Global Certificates for the Bonds are filed as Exhibits 1.1, 4.1 and 4.2, respectively, and are incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

The exhibits to this Current Report on Form 8-K are listed on the exhibit index, which appears elsewhere herein and is incorporated herein by reference.

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.

NATIONAL RURAL UTILITIES COOPERATIVE
FINANCE CORPORATION

By: /s/ J. Andrew Don
J. Andrew Don
Senior Vice President and Chief Financial Officer

Dated: October 26, 2015

EXHIBIT INDEX

Exhibit No. Description

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| 1.1 | Underwriting Agreement, dated October 20, 2015, by and among the Company and J.P. Morgan Securities LLC, KeyBanc Capital Markets Inc., Mizuho Securities USA Inc. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named on Schedule I thereto. |
| 4.1 | Form of the Global Certificate for the 2020 Bonds. |
| 4.2 | Form of the Global Certificate for the 2025 Bonds. |
| 5.1 | Opinion of Hogan Lovells US LLP regarding legality of the Bonds. |
| 8.1 | Opinion of Hogan Lovells US LLP regarding certain tax matters in connection with the issuance and sale of the Bonds. |
| 23.1 | Consent of Hogan Lovells US LLP (included in Exhibits 5.1 and 8.1). |