

AT&T INC.
Form 8-K/A
January 26, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**FORM 8-K/A
CURRENT REPORT**

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

Date of report (Date of earliest event reported) November 18, 2005

AT&T INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

1-8610

43-1301883

(State or Other Jurisdiction of
Incorporation)

(Commission File Number)

(IRS Employer Identification No.)

175 E. Houston, San Antonio,
Texas

78205

(Address of Principal Executive
Offices)

(Zip Code)

Registrant's telephone number, including area code (210) 821-4105

(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 (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 2.01 Completion of Acquisition or Disposition of Assets.

Throughout this document, the Registrant, AT&T Inc., is referred to as we or AT&T.

This Amendment No. 1 amends the Current Report on Form 8-K of AT&T filed with the Securities and Exchange Commission (SEC) on November 21, 2005 (the November 8-K) related to our acquisition of AT&T Corp. (ATTC). This Form 8-K/A amends the November 8-K to include the financial statements required by Item 9.01 (99.1) of Form 8-K and to include an exhibit under Item 9.01 (99.1) of Form 8-K. The information previously reported in the November 8-K is hereby incorporated by reference into this Form 8-K/A.

Item 8.01 Other Events.

As a convenience to the reader, we are also providing a quarterly calculation of unaudited pro forma operating revenues of AT&T for each quarter of 2005, including the pro forma operating revenues of the ATTC segment for each quarter and the composition of the fourth-quarter 2005 ATTC pro forma operating revenues, adjusted to give effect to AT&T's acquisition of ATTC as if it had occurred on January 1, 2005, a copy of which is attached hereto as Exhibit 99.2 and incorporated herein by reference.

CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS

Information set forth in this filing contains financial estimates and other forward-looking statements that are subject to risks and uncertainties, and actual results may differ materially. A discussion of factors that may affect future results is contained in AT&T's filings with the Securities and Exchange Commission. AT&T disclaims any obligation to update or revise statements contained in this filing based on new information or otherwise.

Item 9.01 Financial Statements and Exhibits

(b) Pro Forma Financial Information.

The following information is attached hereto as Exhibit 99.1 and incorporated herein by reference:

- (i) Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet as of September 30, 2005.
- (ii) Notes to the Unaudited Pro Forma Condensed Combined Consolidated Balance Sheet as of September 30, 2005.
- (iii) Unaudited Pro Forma Condensed Combined Consolidated Statements of Income for the year ended December 31, 2004 and the nine months ended September 30, 2005.
- (iv) Notes to the Unaudited Pro Forma Condensed Combined Consolidated Statements of Income for the year ended December 31, 2004 and the nine months ended September 30, 2005.

(c) Exhibits

- 99.1 Unaudited Pro Forma Condensed Combined Financial Statements.
 - 99.2 Unaudited pro forma revenue information for AT&T Inc.
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Signature

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.

AT&T INC.

Date: January 26, 2006

By: /s/ John. J. Stephens
John J. Stephens
Vice President and Controller