

AGL RESOURCES INC  
Form 8-K  
March 27, 2013

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): March 27, 2013

AGL RESOURCES INC.  
(Exact name of registrant as specified in its charter)

|   |                       |   |
|---|-----------------------|---|
| Georgia   | 1-14174               | 58-2210952                              |
| (State or other jurisdiction of<br>incorporation) | (Commission File No.) | (I.R.S. Employer<br>Identification No.) |

Ten Peachtree Place NE Atlanta, Georgia 30309  
(Address and zip code of principal executive offices)

404-584-4000  
(Registrant's telephone number, including area code)

Not Applicable  
(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 7.01 Regulation FD Disclosure

On March 27, 2013, AGL Resources Inc. will host its annual Analyst Day at the New York Stock Exchange. The presentation is expected to begin at 8:30 a.m. Eastern Daylight Savings Time and will be available via a live audio webcast on the “Investor Relations” section of our website at [www.aglresources.com](http://www.aglresources.com). The presentation will include the slides attached hereto as Exhibit 99.1 and incorporated by reference herein.

Our management evaluates segment financial performance based on earnings before interest and taxes (EBIT), which includes the effects of corporate expense allocations and on operating margin. EBIT is a non-GAAP (accounting principles generally accepted in the United States of America) financial measure that includes operating income, other income and expenses. Items that are not included in EBIT are financing costs, including debt and interest expense and income taxes. We evaluate each of these items on a consolidated level and believe EBIT is a useful measurement of our performance because it provides information that can be used to evaluate the effectiveness of our businesses from an operational perspective, exclusive of the costs to finance those activities and exclusive of income taxes, neither of which is directly relevant to the efficiency of those operations.

We also use EBIT internally to measure performance against budget and in reports for management and the Board of Directors. Projections of forward-looking EBIT are used in our internal budgeting process, and those projections are used in providing forward-looking business segment EBIT projections to investors. We are unable to reconcile our forward-looking EBIT business segment guidance to GAAP net income because we do not predict the future impact of unusual items and mark-to-market gains or losses on energy contracts. The impact of these items could be material to our operating results reported in accordance with GAAP.

In addition to EBIT, we also use the non-GAAP financial measure of earnings before interest, taxes, depreciation and amortization (EBITDA) to evaluate segment financial performance. Management believes that EBITDA may provide additional information with respect to our performance or ability to meet our future debt service, capital expenditures and working capital requirements.

Operating margin is a non-GAAP measure calculated as operating revenues minus cost of goods sold and revenue taxes, excluding operation and maintenance expense, depreciation and amortization, and taxes other than income taxes. These items are included in our calculation of operating income. We believe operating margin is a better indicator than operating revenues of the contribution resulting from customer growth, since cost of goods sold and revenue taxes are generally passed directly through to customers.

We also present a non-GAAP measure of both net income and earnings per share each adjusted to exclude expenses incurred with respect to the Nicor Inc. (Nicor) merger and expenses regarding an additional accrual for the Nicor Gas performance-based rate (PBR) issue. As the company does not routinely engage in transactions of the magnitude of the Nicor merger, and consequently does not regularly incur transaction related expenses with correlative size, the company believes presenting net income and EPS excluding Nicor merger expenses provides investors with an additional measure of the company’s core operating performance. Additionally, the company has excluded the additional accrual for the Nicor Gas PBR issue as it was a one-time expense that is not expected to be recurring. EBIT, EBITDA, operating margin, adjusted net income and adjusted EPS should not be considered as alternatives to, or more meaningful indicators of, the company's operating performance than operating income, net income attributable to AGL Resources Inc. or EPS as determined in accordance with GAAP. In addition, the company's EBIT, EBITDA, operating margin, adjusted net income and adjusted EPS may not be comparable to similarly titled measures of another company. Reconciliations of non-GAAP financial measures referenced in the presentation are available on our website listed above and under the “GAAP Reconciliations” section of Exhibit 99.1.

The information contained in this Item 7.01, as well as Exhibit 99.1 referenced herein, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934 unless AGL Resources Inc. expressly so incorporates such information by reference.

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Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

99.1 Investor Presentation Materials

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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.

AGL RESOURCES INC.  
(Registrant)

Date: March 27, 2013

/s/ Andrew W. Evans  
Andrew W. Evans  
Executive Vice President and Chief Financial Officer

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Exhibit Index

| Exhibit No. | Description                     |
|-------------|---------------------------------|
| 99.1        | Investor Presentation Materials |