

AGL RESOURCES INC
Form POSASR
July 08, 2016

As filed with the Securities and Exchange Commission on July 8, 2016.
Registration Nos. 333-190280,
333-190280-01 and 333-190280-02

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1 TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AGL RESOURCES INC. AGL CAPITAL CORPORATION AGL CAPITAL TRUST II
(Exact name of registrant as specified in its charter)

Georgia Nevada
(State or other jurisdiction of incorporation or organization)
Delaware

58-2210952 88-0472393
(IRS Employer Identification Number)

Ten Peachtree Place, N.E., 2215-B Renaissance Drive, c/o AGL Resources Inc.
Atlanta, Georgia 30309 Las Vegas, Nevada 89119 Ten Peachtree Place, N.E.,
(404) 584-4000 (702) 967-2442 Atlanta, Georgia 30309
(404) 584-4000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Elizabeth W. Reese	Paul R. Shlanta	c/o Paul R. Shlanta
Executive Vice President and	President	President
Chief Financial Officer	AGL Capital Corporation	AGL Capital Corporation
AGL Resources Inc.	Ten Peachtree Place, N.E.	Ten Peachtree Place, N.E.
Ten Peachtree Place, N.E.	Atlanta, Georgia 30309	Atlanta, Georgia 30309
Atlanta, Georgia 30309	(404) 584-4000	(404) 584-4000
(404) 584-4000		

(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

Copies to:
Paul Davis Fancher
Troutman Sanders LLP
600 Peachtree Street, N.E.
Suite 5200
Atlanta, Georgia 30308

(404) 885-3000

Not applicable.

(Approximate Date of Commencement of Proposed Sale to the Public)

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. "

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. ☒ x

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer x

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

EXPLANATORY NOTE

DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 (this “Post-Effective Amendment”) is being filed by AGL Resources Inc. (“AGL Resources”), AGL Capital Corporation (“AGL Capital”) and AGL Capital Trust II (the “Trust,” and together with AGL Resources and AGL Capital, the “Registrants”) to remove from registration the securities registered for issuance pursuant to the Registration Statement on Form S-3 filed with the Securities and Exchange Commission on July 31, 2013 (the “Registration Statement”).

The Registrants hereby terminate the effectiveness of the Registration Statement and, by means of this Post-Effective Amendment, remove from registration the securities that had been registered for issuance but remain unsold under the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and Rule 478 thereunder, AGL Resources Inc., one of the registrants, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Atlanta, State of Georgia, on July 8, 2016.

AGL RESOURCES INC.

By: Paul R. Shlanta

Name: Paul R. Shlanta

Title: Executive Vice President and General Counsel

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and Rule 478 thereunder, AGL Capital Corporation, one of the registrants, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Atlanta, State of Georgia, on July 8, 2016.

AGL CAPITAL
CORPORATION

By: /s/ Paul
 R.
 Shlanta
 Name:
 Paul R.
 Shlanta
 Title:
 Executive
 Vice
 President
 and
 General
 Counsel

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, and Rule 478 thereunder, AGL Capital Trust II, one of the registrants, certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized, in the City of Atlanta, State of Georgia, on July 8, 2016.

AGL
CAPITAL
TRUST II
By: AGL
Capital
Corporation, as
Sponsor

By: /s/ Paul
R.
Shlanta
Name:
Paul R.
Shlanta
Title:
Executive
Vice
President
and
General
Counsel