

AGL RESOURCES INC
Form S-4/A
March 14, 2011
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As filed with the Securities and Exchange Commission on March 14, 2011

Registration No. 333-172084

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

AMENDMENT
NO. 1 TO
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

AGL Resources Inc.

(Exact name of registrant as specified in its charter)

Georgia
(State or other jurisdiction of
incorporation or organization)

4924
(Primary Standard Industrial
Classification Code Number)

58-2210952
(I.R.S. Employer
Identification Number)

Ten Peachtree Place, NE, Atlanta, Georgia 30309

(404) 584-3000

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Paul R. Shlanta, Esq.

Executive Vice President, General Counsel and Chief Ethics and Compliance Officer

Ten Peachtree Place, NE, Atlanta, Georgia 30309

(404) 584-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

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1301 Avenue of the Americas

New York, New York 10019

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Senior Vice President,

General Counsel and Secretary

Nicor Inc.

1844 Ferry Road
Naperville, Illinois 60563
(630) 305-9500

Mark D. Gerstein, Esq.

Richard S. Meller, Esq.

Latham & Watkins LLP

233 South Wacker Drive, Suite 5800

Chicago, Illinois 60606

(312) 876-7700

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after the effectiveness of this registration statement and the satisfaction or waiver of all other conditions under the merger agreement described herein.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box. "

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) 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 post-effective amendment filed pursuant to Rule 462(d) 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. "

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

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

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Title of each class of securities to be registered(1)	Amount to be registered(2)	Proposed maximum offering price per unit	Proposed maximum aggregate offering price(3)	Amount of registration fee(4)
Common Stock, par value \$5.00 per share	N/A	N/A	\$1,468,601,878	\$170,505

- (1) This Registration Statement relates to common stock, par value \$5.00 per share, of the registrant issuable to holders of common stock, par value \$2.50 per share (Nicor common stock), of Nicor Inc., an Illinois corporation (Nicor), pursuant to the Agreement and Plan of Merger, dated as of December 6, 2010, by and among AGL Resources Inc., a Georgia corporation (AGL Resources), Apollo Acquisition Corp., an Illinois corporation and a wholly owned subsidiary of AGL Resources, Ottawa Acquisition LLC, an Illinois limited liability company and wholly owned subsidiary of AGL Resources, and Nicor.
- (2) Omitted in reliance on Rule 457(o) of the Securities Act of 1933.
- (3) Estimated solely for the purpose of calculating the registration fee required by Section 6(b) of the Securities Act of 1933 and computed pursuant to Rule 457(c) and 457(f) of the Securities Act of 1933. The proposed maximum aggregate offering price is equal to (i) the product of (a) \$53.00, the average of the high and low prices per share of Nicor common stock as reported on the New York Stock Exchange composite transactions reporting system on March 7, 2011 and (b) the maximum possible number of shares of Nicor common stock to be canceled pursuant to the merger, including all Nicor common stock potentially issuable or expected to be issued in connection with the merger, minus (ii) the cash portion of the consideration to be paid by AGL Resources to holders of Nicor common stock.
- (4) Computed in accordance with Section 6(b) of the Securities Act of 1933 by multiplying 0.0001161 by the proposed maximum aggregate offering price. Of the total registration fee, \$154,604 has been previously paid.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

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The information in this joint proxy statement/prospectus is not complete and may be changed. AGL Resources Inc. may not sell these securities until the registration statement filed with the Securities and Exchange Commission, of which this document is a part, is declared effective. This joint proxy statement/prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where the offer, solicitation or sale is not permitted or would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. Any representation to the contrary is a criminal offense.

Subject to completion, dated March 14, 2011

Ten Peachtree Place, NE

1844 Ferry Road

Atlanta, Georgia 30309

Naperville, Illinois 60563

[], 2011

Dear AGL Resources Inc. and Nicor Inc. Shareholders:

On behalf of the boards of directors and management teams of AGL Resources and Nicor, we are pleased to enclose the joint proxy statement/prospectus relating to the merger of a wholly owned subsidiary of AGL Resources into Nicor. Upon completion of the merger, Nicor will be a wholly owned subsidiary of AGL Resources. We believe this merger will create a strong combined company that will deliver important benefits to our shareholders, to our customers and to the communities we serve.

If the merger is completed, Nicor shareholders will receive \$21.20 in cash and 0.8382 of a share of AGL Resources common stock for each share of Nicor common stock held, subject to adjustment in certain circumstances, as described in more detail in the enclosed joint proxy statement/prospectus under the heading **The Merger Agreement Effects of the Merger; Merger Consideration.** This represents a value of \$53.00 based on the volume-weighted average price for AGL Resources common stock for the 20 trading days ended December 1, 2010. The consideration of \$53.00 per share for Nicor shareholders represents a premium of approximately 22% to the closing stock price of Nicor on December 1, 2010, and an approximately 17% premium to the volume-weighted average stock price of Nicor over the 20 trading days ending December 1, 2010. The value of the consideration to be received by Nicor shareholders will fluctuate with changes in the price of AGL Resources common stock. We urge you to obtain current market quotations for AGL Resources and Nicor common stock.

In connection with the merger, AGL Resources shareholders are cordially invited to attend a special meeting of the shareholders of AGL Resources to be held on June 14, 2011 at 10:00 a.m., local time, at AGL Resources corporate headquarters, Ten Peachtree Place, Atlanta, Georgia 30309, and Nicor shareholders are cordially invited to attend a special meeting of the shareholders of Nicor to be held on [], 2011 at [a.m.], local time, at [].

At the special meeting of the shareholders of AGL Resources, AGL Resources shareholders will be asked to vote on a proposal to approve the issuance of shares of AGL Resources common stock as contemplated by the merger agreement with Nicor, a proposal to approve an amendment to AGL Resources amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources board of directors from 15 to 16 directors and to vote on a proposal to adjourn AGL Resources special meeting if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares and/or the amendment to AGL Resources amended and restated articles of incorporation. AGL Resources cannot complete the merger unless AGL Resources shareholders approve both the share issuance and the amendment to AGL Resources amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources board of directors; provided that if AGL Resources shareholders do not approve the amendment, AGL Resources and Nicor may nonetheless agree to proceed with the merger, however there can be no assurance that this would occur.

AGL Resources board of directors has reviewed and considered the terms of the merger and the merger agreement and has unanimously determined that the merger, including the issuance of shares of AGL Resources common stock and the increase in the number of directors on AGL Resources board of directors, as contemplated by the merger agreement, is fair to and in the best interests of AGL Resources and its shareholders and unanimously recommends that AGL Resources shareholders vote (i) FOR the proposal to approve the issuance of shares of AGL Resources common stock as contemplated by the merger agreement, (ii) FOR the proposal to amend AGL Resources amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources board of directors from 15 to 16 directors, and (iii) FOR the proposal to adjourn AGL Resources special meeting if necessary

to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares and/or the amendment to AGL Resources amended and restated articles of incorporation.

At the special meeting of the shareholders of Nicor, Nicor shareholders will be asked to vote on a proposal to approve the merger agreement and to vote on a proposal to adjourn Nicor's special meeting if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement.

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Nicor's board of directors has reviewed and considered the terms of the merger and the merger agreement and the directors present unanimously determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger, are advisable and in the best interests of Nicor's shareholders and recommend that Nicor shareholders vote (i) FOR the proposal to approve the merger agreement and thereby approve the merger, and (ii) FOR the proposal to adjourn the Nicor special meeting if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement.

AGL Resources shareholders will continue to own their existing AGL Resources shares. We estimate that AGL Resources may issue up to approximately 38.6 million shares of its common stock to Nicor shareholders as contemplated by the merger agreement. Upon completion of the merger, AGL Resources' shareholders immediately prior to the merger will own approximately 67% of AGL Resources' outstanding common stock and former Nicor shareholders will own approximately 33% of AGL Resources' outstanding common stock. AGL Resources common stock will continue to be listed on the New York Stock Exchange under the symbol AGL.

We urge you to read the enclosed joint proxy statement/prospectus, which includes important information about the merger and our special meetings. **In particular, see Risk Factors on pages 27 through 37 of the joint proxy statement/prospectus which contains a description of the risks that you should consider in evaluating the merger.**

For a discussion of the United States federal income tax consequences of the merger, see "The Proposed Merger - Material United States Federal Income Tax Consequences of the Transaction" beginning on page 93 of the joint proxy statement/prospectus.

Your vote is very important. We cannot complete the merger unless (i) AGL Resources shareholders approve both the share issuance and the amendment to AGL Resources' amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources' board of directors (unless AGL Resources and Nicor agree to proceed and complete the merger without the amendment, as described above), and (ii) Nicor shareholders approve the merger agreement. Whether or not you expect to attend the special meeting of your company, the details of which are described in the enclosed joint proxy statement/prospectus, please vote immediately by submitting your proxy by telephone, by the Internet or by completing, signing, dating and returning your signed proxy card(s) in the enclosed prepaid return envelope.

If AGL Resources shareholders have any questions or require assistance in voting their shares, they should call Alliance Advisors, LLC, AGL Resources' proxy solicitor for the special meeting, toll-free at (877) 777-4999. If Nicor shareholders have any questions or require assistance in voting their shares, they should call Georgeson Inc., Nicor's proxy solicitor for the special meeting, toll-free at (866) 628-6023.

Sincerely,

John W. Somerhalder II

Chairman, President and

Chief Executive Officer

AGL Resources Inc.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of the merger described in the joint proxy statement/prospectus or the securities to be issued pursuant to the merger under the joint proxy statement/prospectus or determined if the joint proxy statement/prospectus is accurate or adequate. Any representation to the contrary is a criminal offense.

Sincerely,

Russ M. Strobel

Chairman, President and

Chief Executive Officer

Nicor Inc.

The enclosed joint proxy statement/prospectus is dated [], 2011 and is

first being mailed to shareholders on or about [], 2011.

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REFERENCES TO ADDITIONAL INFORMATION

This joint proxy statement/prospectus incorporates important business and financial information about AGL Resources and Nicor from other documents that are not included in or delivered with this joint proxy statement/prospectus. This information is available to you without charge upon your written or oral request. You can obtain copies of the documents incorporated by reference into this joint proxy statement/prospectus through the Securities and Exchange Commission (sometimes referred to as the SEC) website at www.sec.gov or by requesting them in writing or by telephone from the appropriate company at the following addresses and telephone numbers:

AGL Resources Inc.
Ten Peachtree Place, NE, Location 1071
Atlanta, Georgia 30309

Investor Relations
(404) 584-3801

Nicor Inc.

P.O. Box 3014

Naperville, Illinois 60566-7014

Investor Relations

(630) 305-9500

In addition, you may also obtain additional copies of this joint proxy statement/prospectus or the documents incorporated by reference into this joint proxy statement/prospectus by contacting Alliance Advisors, LLC, AGL Resources proxy solicitor, or Georgeson Inc., Nicor's proxy solicitor, at the addresses and telephone numbers listed below. You will not be charged for any of these documents that you request.

Alliance Advisors, LLC

200 Broadacres Drive, 3rd Floor

Bloomfield, New Jersey 07003

Tel: (877) 777-4999 (toll free) or

(973) 873-7700 (call collect)

Email: agl@allianceadvisorsllc.com

Georgeson Inc.
199 Water Street, 26th Floor
New York, New York 10038
Tel: (866) 628-6023 (toll-free)
or (212) 440-9800 (call collect)
Email: nicor@georgeson.com

If you would like to request documents from AGL Resources, please do so by June 7, 2011, in order to receive them before the AGL Resources special meeting. If you would like to request documents from Nicor, please do so by [], 2011, in order to receive them before the Nicor special meeting.

See **Where You Can Find More Information** beginning on page 168 of this joint proxy statement/prospectus.

SUBMITTING PROXIES BY MAIL, TELEPHONE OR INTERNET

AGL Resources shareholders of record may submit their proxies:

by telephone, by calling the toll-free number (800) 690-6903 in the United States or Canada on a touch-tone phone and following the recorded instructions;

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by accessing the Internet website at www.proxyvote.com and following the instructions on the website; or

by mail, by indicating their voting preference on the proposals on each proxy card received, signing and dating each proxy card and returning each proxy card in the prepaid envelope that accompanied that proxy card.

Nicor shareholders of record may submit their proxies:

by telephone, by calling the toll-free number (800) 690-6903 in the United States or Canada on a touch-tone phone and following the recorded instructions;

by accessing the Internet website at www.proxyvote.com and following the instructions on the website; or

by mail, by indicating their voting preference on the proposals on each proxy card received, signing and dating each proxy card and returning each proxy card in the prepaid envelope that accompanied that proxy card.

Shareholders of AGL Resources and/or Nicor whose shares are held in street name, must provide their brokers with instructions on how to vote their shares; otherwise, their brokers will not vote their shares on any of the proposals before the special meeting. Shareholders should check the voting form provided by their brokers for instructions on how to vote their shares.

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AGL RESOURCES INC. Ten Peachtree Place, NE, Atlanta, Georgia 30309

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS TO BE HELD JUNE 14, 2011

The AGL Resources special meeting will be held on June 14, 2011 at 10:00 a.m., local time, at AGL Resources corporate headquarters, Ten Peachtree Place, Atlanta, Georgia 30309. Our shareholders are asked to vote to:

1. Approve the issuance of shares of AGL Resources common stock as contemplated by the Agreement and Plan of Merger, dated as of December 6, 2010, among AGL Resources Inc., Apollo Acquisition Corp., Ottawa Acquisition LLC and Nicor Inc. A copy of the merger agreement is attached as Annex A to the joint proxy statement/prospectus accompanying this notice. In the merger, each share of Nicor common stock outstanding immediately prior to completion of the merger will be converted into the right to receive \$21.20 in cash and 0.8382 of a share of AGL Resources common stock, subject to adjustment in certain circumstances.
2. Approve an amendment to AGL Resources amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources board of directors from 15 to 16 directors.
3. Adjourn the special meeting if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the issuance of shares and/or the amendment to AGL Resources amended and restated articles of incorporation.
4. Transact any other business properly brought before the special meeting and any adjournment or postponement thereof.

If you held shares in AGL Resources at the close of business on April 18, 2011, you are entitled to vote at the special meeting and at any adjournment or postponement thereof.

Your board of directors recommends that you vote **FOR** all of these proposals, which are described in detail in the accompanying joint proxy statement/prospectus. Your attention is directed to the accompanying joint proxy statement/prospectus for a discussion of the merger and the merger agreement, as well as the other matters that will be considered at the meeting.

Your vote is very important. The conditions to the merger include that AGL Resources shareholders approve both the share issuance and the amendment to AGL Resources amended and restated articles of incorporation to increase the number of directors that may serve on AGL Resources board of directors from 15 to 16 directors. If the amendment is not approved by AGL Resources shareholders, AGL Resources and Nicor may nonetheless agree to proceed with the merger, however we cannot assure you that this will occur. For the proposal to approve an amendment to AGL Resources amended and restated articles of incorporation, a failure to vote will have the same effect as a vote **AGAINST** such proposal. While a failure to vote for the proposal to approve the issuance of shares of AGL Resources common stock will not affect the outcome of the proposal, it will make it more difficult to meet the New York Stock Exchange requirement that the total votes cast for the proposal must represent a majority of the shares of AGL Resources common stock outstanding and entitled to vote.

Whether or not you plan to attend the special meeting in person, please complete, sign, date and return the enclosed proxy in the accompanying self-addressed postage pre-paid envelope or complete your proxy by following the instructions supplied on the proxy card for voting by telephone or via the Internet (or, if your shares are held in street name by a broker, nominee, fiduciary or other custodian, follow the directions given by the broker, nominee, fiduciary or other custodian regarding how to instruct it to vote your shares) as soon as possible. If you attend the special meeting, you may withdraw your proxy and vote in person.

By Order of the Board of Directors

Myra C. Bierria
Corporate Secretary

Atlanta, Georgia
[], 2011

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Nicor Inc.

P.O. Box 3014, Naperville,

Illinois 60566-7014

(630) 305-9500

NOTICE OF SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD [], 2011

The Nicor special meeting will be held on [], 2011, at [], local time, at [], for the following purposes, all as set forth in the accompanying joint proxy statement/prospectus:

- 1) Approve the Agreement and Plan of Merger (the merger agreement), dated as of December 6, 2010, by and among AGL Resources Inc., Apollo Acquisition Corp., Ottawa Acquisition LLC and Nicor Inc.;
- 2) Approve the adjournment of the special meeting if necessary to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve the merger agreement; and

3) Transact any other business properly brought before the special meeting and any adjournment or postponement thereof. Only shareholders of record on the books of Nicor at the close of business on [], 2011, will be entitled to vote at the meeting. The stock transfer books will not be closed. These items of business, including the merger agreement and the proposed merger are described in detail in the accompanying joint proxy statement/prospectus. **The Nicor board of directors, by unanimous vote of the directors present, determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger between Nicor and subsidiaries of AGL Resources, are advisable and in the best interests of Nicor and its shareholders and recommends that Nicor shareholders vote FOR the adoption of the merger agreement and FOR the adjournment of the Nicor special meeting, if necessary to solicit additional proxies in favor of such adoption.**

Adoption of the merger agreement by the Nicor shareholders is a condition to the merger and requires the affirmative vote, in person or by proxy, of holders of a majority of the shares of Nicor common stock outstanding and entitled to vote thereon. Therefore, your vote is very important. Your failure to vote your shares will have the same effect as a vote against the adoption of the merger agreement. **Whether or not you plan to attend the special meeting, please promptly vote your proxy by telephone or by accessing the internet site following the instructions in the accompanying joint proxy statement/prospectus or by marking, dating, signing and returning the accompanying proxy card as promptly as possible.**

Paul C. Gracey, Jr.
Senior Vice President, General Counsel and Secretary
[], 2011

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