

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/  
Form 8-K  
February 08, 2016

**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): **February 3, 2016**

**NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

**District of Columbia      1-7102      52-0891669**

(Commission (I.R.S. Employer

(state or other jurisdiction of File Number) Identification No.)  
incorporation)

**20701 Cooperative Way**

**20166-6691**

**Dulles, VA**

(Address of principal executive offices) (Zip Code)

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 February 3, 2016, National Rural Utilities Cooperative Finance Corporation (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Mitsubishi UFJ Securities (USA), Inc., RBC Capital Markets, LLC, Scotia Capital (USA) Inc. and U.S. Bancorp Investments, 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 1.65% Collateral Trust Bonds due 2019 (the “2019 Bonds”) and \$350,000,000 aggregate principal amount of 2.70% Collateral Trust Bonds due 2023 (the “2023 Bonds,” and, together with the 2019 Bonds, the “Bonds”). The offering closed on February 8, 2016.

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: February 8, 2016

**EXHIBIT INDEX**

**Exhibit No. Description**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated February 3, 2016, by and among the Company and Mitsubishi UFJ Securities (USA), Inc., RBC Capital Markets, LLC, Scotia Capital (USA) Inc. and U.S. Bancorp Investments, Inc., as representatives of the several underwriters named on Schedule I thereto. |
| 4.1  | Form of the Global Certificate for the 2019 Bonds.  |
| 4.2  | Form of the Global Certificate for the 2023 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).   |