

WACHOVIA CORP NEW
Form 8-K
August 02, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) August 1, 2006

Wachovia Corporation

(Exact Name of Registrant as Specified in Its Charter)

North Carolina

(State or Other Jurisdiction of Incorporation)

1-10000
(Commission File Number)

56-0898180
(IRS Employer Identification No.)

One Wachovia Center

Charlotte, North Carolina
(Address of Principal Executive Offices)

28288-0013
(Zip Code)

(704) 374-6565

(Registrant's Telephone Number, Including Area Code)

Edgar Filing: WACHOVIA CORP NEW - Form 8-K

(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 August 1, 2006, Wachovia Corporation (Wachovia) issued two series of debt securities under its U.S.\$20,000,000,000 Euro Medium Term Note Programme, commenced as of July 21, 2006 (the EMTN Programme). The EMTN Programme provides for Wachovia and Wachovia Bank, National Association (WBNA) to issue, from time to time, senior or subordinated debt securities. Debt securities issued by Wachovia under the EMTN Programme (i) are issued pursuant to Regulation S under the Securities Act of 1933, as amended, (ii) are not registered under the Securities Act, (iii) may not be offered or sold in the United States or to a U.S. person without registration under, or an applicable exemption from the registration requirements of, the Securities Act, and (iv) are to be issued in amounts not exceeding U.S.\$20 billion, as adjusted for the applicable currency in which the applicable security is denominated. Attached as Exhibit (99)(a) is the Programme Agreement for the EMTN Programme, and attached as Exhibit (99)(b) is the Agency Agreement for the EMTN Programme, each of which is incorporated by reference into this Item 8.01.

The two series of debt securities issued by Wachovia under the EMTN Programme on August 1, 2006 are (a) 750,000,000 4.375% Notes due August 1, 2016, and (b) 1,500,000,000 Floating Rate Notes due August 2011. Attached as Exhibit (99)(c) and (99)(d) are final terms for each of the two series of debt securities referred to in the preceding sentence, respectively, each of which is incorporated by reference into this Item 8.01. On August 1, 2006, WBNA also issued £750,000,000 5.25% Subordinated Notes due August 1, 2023 under the EMTN Programme. Following the debt securities issuances referred to herein, Wachovia and WBNA have available for issuance approximately U.S.\$15.7 billion under the EMTN Programme.

Item 9.01. Financial Statements and Exhibits.

- (c) Exhibits.
- (99)(a) Programme Agreement, dated as of July 21, 2006, by and among Wachovia, WBNA, and the dealers referenced therein.
- (99)(b) Agency Agreement, dated as of July 21, 2006, by and among Wachovia, WBNA, Citibank, N.A., as Issuing and Principal Paying Agent, and Citigroup Global Markets Deutschland AG & Co KGaA, as Registrar, Transfer Agent and Paying Agent, including the form of global permanent note and form of global temporary note.
- (99)(c) Final terms for Wachovia s 750,000,000 4.375% Notes due August 1, 2016.
- (99)(d) Final terms for Wachovia s 1,500,000,000 Floating Rate Notes due August 2011.

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.

WACHOVIA CORPORATION

Date: August 2, 2006

By: /s/ Thomas J. Wurtz
Name: Thomas J. Wurtz
Title: Senior Executive Vice President
and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|--------------------|---|
| (99)(a) | Programme Agreement, dated as of July 21, 2006, by and among Wachovia, WBNA, and the dealers referenced therein. |
| (99)(b) | Agency Agreement, dated as of July 21, 2006, by and among Wachovia, WBNA, Citibank, N.A., as Issuing and Principal Paying Agent, and Citigroup Global Markets Deutschland AG & Co KGaA, as Registrar, Transfer Agent and Paying Agent, including the form of global permanent note and form of global temporary note. |
| (99)(c) | Final terms for Wachovia s 750,000,000 4.375% Notes due August 1, 2016. |
| (99)(d) | Final terms for Wachovia s 1,500,000,000 Floating Rate Notes due August 2011. |