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AT&T CORP
Form 8-K
December 03, 2002

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: November 18, 2002

AT&T CORP.
(Exact Name of Registrant as Specified in Charter)

New York

(State or Other Jurisdiction of Incorporation)

1-1105

13-4924710

(Commission File Number)

(IRS Employer Identification No.)

900 Routes 202-206 North
Bedminster, New Jersey

07921

(Address of Principal Executive
Offices)

(Zip Code)

Registrant's telephone number, including area code: (800) 257-7865

Not Applicable

(Former Name or Former Address, If Changed Since Last Report)

A New York
Corporation

Commission File
No. 1-1105

I.R.S. Employer
No.13-4924710

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AT&T Corp.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On November 18, 2002, AT&T spun-off AT&T Broadband and simultaneously AT&T Broadband and Comcast Corporation merged into subsidiaries of a new company. The merger was accomplished through an exchange of stock to AT&T shareowners, who received 0.3235 of a share of Comcast Corporation Class A common stock for each share of AT&T they owned at market close on November 15, 2002, the record date. Approximately 1.2 billion Comcast shares were received at a value of approximately \$31 billion, based on the Comcast stock price on November 18, 2002. AT&T shareowners own a 56% economic stake and an approximate 66% voting

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interest in the new company.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(b) PRO FORMA FINANCIAL INFORMATION

Pursuant to paragraph (b)(1) of Item 7 of Form 8-K, AT&T is furnishing pro forma financial information in Exhibit 99.1.

(c) EXHIBITS

Exhibit 99.1 AT&T Corp. unaudited pro forma combined condensed financial results at and for the nine months ended September 30, 2002 and unaudited combined condensed statements of operations for the period ended September 30, 2001, and for the years ended December 31, 2001, 2000 and 1999.

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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 thereunto duly authorized.

AT&T CORP.

/s/ N. S. Cyprus

By: N. S. Cyprus
Vice President and Controller

December 2, 2002