

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) October 24, 2018

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

Delaware
(State or Other Jurisdiction of
Incorporation)

1-8610
(Commission File Number)

43-1301883
(IRS Employer Identification No.)

208 S. Akard St., Dallas, Texas
(Address of Principal Executive Offices)

75202
(Zip Code)

Registrant's telephone number, including area code (210) 821-4105

(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 (see General Instruction A.2. below):

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 7.01 Regulation FD Disclosure.

On October 24, 2018, AT&T Inc. (AT&T) provided, as a convenience to its investors, the following supplemental operating information concerning the third quarter results of Time Warner Inc. (Time Warner) and its subsidiaries, which were acquired on June 14, 2018 (Acquisition Date).

To more clearly present the trends of the business, AT&T has provided a comparison of the previously reported Time Warner division results to the WarnerMedia results reported by AT&T. A reconciliation of that presentation is attached as exhibit 99.1 hereto.

The financial information presented in the attached exhibit reflects the historical financial information of Time Warner through the Acquisition Date combined with the results of WarnerMedia from the Acquisition Date through June 30, 2018. These combined results do not reflect the impact of any purchase accounting adjustments or intercompany eliminations related to the Merger.

CAUTIONARY LANGUAGE CONCERNING FORWARD-LOOKING STATEMENTS

Information set forth in this filing contains financial estimates and other forward-looking statements that are subject to risks and uncertainties. A discussion of factors that may affect future results is contained in AT&T's filings with the Securities and Exchange Commission. AT&T disclaims any obligation to update or revise statements contained in this filing based on new information or otherwise.

Item 9.01 Financial Statements and Exhibits.

The following exhibits are furnished as part of this report:

(d) Exhibits

99.1 Comparative Revenue and Operating Income for WarnerMedia

Signature

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.

AT&T INC.

Date: October 24, 2018

By: /s/ Debra L. Dial
Debra L. Dial
Senior Vice President and Controller

WarnerMedia Comparable Operating Revenues

Dollars in millions

Unaudited	3/31/17	6/30/17	9/30/17	12/31/17	2017	3/31/18	6/30/18	9/30/18
Operating Revenues - Comparable WarnerMedia								
Turner								
Reported by Time Warner ¹	\$ 3,088	\$ 3,102	\$ 2,768	\$ 3,123	\$ 12,081	\$ 3,344	\$ -	\$ -
Reported by AT&T ³	-	-	-	-	-	-	3,227	2,988
Add: Regional Sports Networks (RSN)	105	111	107	107	430	112	118	-
Comparable Turner Revenues	3,193	3,213	2,875	3,230	12,511	3,456	3,345	2,988
Y/Y growth						8%	4%	4%
Home Box Office								
Reported by Time Warner ¹	1,568	1,476	1,605	1,680	6,329	1,619	-	-
Reported by AT&T ³	-	-	-	-	-	-	1,667	1,644
Comparable Home Box Office Revenues	1,568	1,476	1,605	1,680	6,329	1,619	1,667	1,644
Y/Y growth						3%	13%	2%
Warner Bros.								
Reported by Time Warner ¹	3,365	2,988	3,460	4,053	13,866	3,238	-	-
Reported by AT&T ³	-	-	-	-	-	-	3,306	3,720
Comparable Warner Bros. Revenues	3,365	2,988	3,460	4,053	13,866	3,238	3,306	3,720
Y/Y growth						-4%	11%	8%
Eliminations and other	(286)	(236)	(238)	(245)	(1,005)	(205)	(405)	(148)
Total Comparable WarnerMedia Revenues	7,840	7,441	7,702	8,718	31,701	8,108	7,913	8,204
Y/Y growth						3%	6%	7%

WarnerMedia Comparable Operating Income

Dollars in millions

Unaudited	3/31/17	6/30/17	9/30/17	12/31/17	2017	3/31/18	6/30/18	9/30/18
Operating Income - Comparable WarnerMedia								
Turner								
Reported by Time Warner ¹								
Operating income	\$ 1,170	\$ 1,050	\$ 1,243	\$ 1,026	\$ 4,489	\$ 1,092	\$ -	\$ -
Items affecting comparability ²	17	(20)	24	(4)	17	36	-	-
Historical Turner Operating Income	1,187	1,030	1,267	1,022	4,506	1,128	-	-
Reported by AT&T ³								
Operating Income	-	-	-	-	-	-	906	1,442
Items affecting comparability ²	-	-	-	-	-	-	93	-
Regional Sports Networks (RSN) Operating Income	41	(3)	9	48	95	37	4	-
Comparable Turner Operating Income	1,228	1,027	1,276	1,070	4,601	1,165	1,003	1,442
Y/Y growth						-5%	-2%	13%
Operating Income Margin	38.5%	32.0%	44.4%	33.1%	36.8%	33.7%	30.0%	48.3%
Home Box Office								
Reported by Time Warner ¹								
Operating income	\$ 585	\$ 531	\$ 552	\$ 486	\$ 2,154	\$ 516	\$ -	\$ -
Retrospective application of ASC 2017-07	-	1	2	1	4	-	-	-
Items affecting comparability ²	12	15	13	(3)	37	19	-	-
Historical Home Box Office Operating Income	597	547	567	484	2,195	535	-	-
Reported by AT&T ³								
Operating Income	-	-	-	-	-	-	530	628
Items affecting comparability ²	-	-	-	-	-	-	39	-
Comparable Home Box Office Operating Income	597	547	567	484	2,195	535	569	628
Y/Y growth						-10%	4%	11%
Operating Income Margin	38.1%	37.1%	35.3%	28.8%	34.7%	33.0%	34.1%	38.2%
Warner Bros.								
Reported by Time Warner ¹								
Operating income	\$ 490	\$ 223	\$ 538	\$ 512	\$ 1,763	\$ 322	\$ -	\$ -
Retrospective application of ASC 2017-07	-	2	2	2	6	-	-	-
Items affecting comparability ²	22	38	38	2	100	61	-	-
Historical Warner Bros. Operating Income	512	263	578	516	1,869	383	-	-
Reported by AT&T ³								
Operating Income	-	-	-	-	-	-	256	576
Items affecting comparability ²	-	-	-	-	-	-	82	-
Comparable Warner Bros. Operating Income	512	263	578	516	1,869	383	338	576
Y/Y growth						-25%	29%	0%
Operating Income Margin	15.2%	8.8%	16.7%	12.7%	13.5%	11.8%	10.2%	15.5%
Eliminations and other	(139)	(82)	(69)	(101)	(391)	(74)	(124)	(79)
Total Comparable WarnerMedia Operating Income	2,198	1,755	2,352	1,969	8,274	2,009	1,786	2,567
Y/Y growth						-9%	2%	9%
Operating Income Margin	28.0%	23.6%	30.5%	22.6%	26.1%	24.8%	22.6%	31.3%

¹ As reported by Time Warner Inc. for the respective period on Form 8-K on Item 2.02, filed as exhibit 99.1 on April 26, 2018, February 1, 2018, October 26, 2017 and August 2, 2017

² Historical adjustments by Time Warner Inc. and does not reflect AT&T conforming accounting changes

³ As reported by AT&T Inc. on Form 8-K reporting on (1) Item 7.01 filed July 24, 2018 for June 30, 2018 and (2) Item 2.02 filed on October 24, 2018 for September 30, 2018