

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/  
Form 8-K  
May 05, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): April 30, 2014

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**NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION**

(Exact name of registrant as specified in its charter)

**District of Columbia**

(state or other jurisdiction of incorporation)

**1-7102**

**52-0891669**

(Commission (I.R.S. Employer

File Number) Identification No.)

**20701 Cooperative Way**

**20166-6691**

**Dulles, VA**

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: **(703) 467-1800**

(Former name or former address, if changed since last report)

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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 May 5, 2014, National Rural Utilities Cooperative Finance Corporation (“CFC”) issued a press release announcing the results through 5:00 p.m., New York City time, on May 2, 2014, and pricing of its previously announced offer to exchange (the “Exchange Offer”) up to \$175 million aggregate principal amount of its 8.00% Medium Term Notes, Series C, due 2032 for consideration of newly issued 4.023% Collateral Trust Bonds due November 1, 2032 (the “New Bonds”) and cash. The New Bonds will comprise part of the same series as, and are expected to be fungible for U.S. federal income tax purposes with, the \$379,372,000 aggregate principal amount of 4.023% Collateral Trust Bonds due November 1, 2032 (CUSIP 637432 MS1) that CFC initially issued on October 16, 2012. The Exchange Offer will expire at 12:00 midnight, New York City time, on May 16, 2014, unless extended by CFC.

On April 30, 2014, CFC issued a press release announcing the amendment of the terms of the Exchange Offer.

Copies of the press releases are attached hereto as Exhibits 99.1 and 99.2 and incorporated by reference herein.

**Item 9.01.**

**Financial Statements and Exhibits.**

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|-----|-----------------|
| (a) | Not applicable. |
| (b) | Not applicable. |
| (c) | Not applicable. |
| (d) | Exhibits.       |

**Exhibit No.**

**Description**

99.1 Press release, dated May 5, 2014, issued by National Rural Utilities Cooperative Finance Corporation.

99.2 Press release, dated April 30, 2014, issued by National Rural Utilities Cooperative Finance Corporation.

**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: May 5, 2014

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b>Description</b>
99.1	Press release, dated May 5, 2014, issued by National Rural Utilities Cooperative Finance Corporation.
99.2	Press release, dated April 30, 2014, issued by National Rural Utilities Cooperative Finance Corporation.