

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORP /DC/
Form 8-K
April 21, 2014

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): April 21, 2014

NATIONAL RURAL UTILITIES COOPERATIVE FINANCE CORPORATION

(Exact name of registrant as specified in its charter)

District of Columbia 1-7102 52-0891669
(state or other jurisdiction (Commission (I.R.S. Employer
of incorporation) File Number) Identification No.)

20701 Cooperative Way
Dulles, VA
(Address of principal executive offices) 20166-6691
(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 April 21, 2014, National Rural Utilities Cooperative Finance Corporation (“CFC”) issued a press release announcing its commencement of an 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. A copy of the press release announcing the Exchange Offer is attached hereto as Exhibit 99.1 and incorporated by reference herein.

The New Bonds have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), or any state securities laws. Therefore, the New Bonds may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and any applicable state securities laws.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits.

**Exhibit
No. Description**

99.1 Press release, dated April 21, 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: April 21, 2014

EXHIBIT INDEX

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