

UNITED PARCEL SERVICE INC  
Form 8-K  
March 24, 2009

**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) March 19, 2009**

**United Parcel Service, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**001-15451**  
(Commission File Number)

**58-2480149**  
(IRS Employer

Identification No.)

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55 Glenlake Parkway, N.E., Atlanta, Georgia  
(Address of principal executive offices)

30328  
(Zip Code)

Registrant's telephone number, including area code (404) 828-6000

**Not Applicable**

(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))

**Item 8.01. Other Events.**

On March 19, 2009, United Parcel Service, Inc. (the Company ) entered into an agreement (the Underwriting Agreement ) with Citigroup Global Markets, Inc. and J.P. Morgan Securities Inc., as representatives of the underwriters listed on Schedule II thereto (the Underwriters ), whereby the Company agreed to sell and the Underwriters agreed to purchase from the Company, subject to and upon the terms and conditions set forth in the Underwriting Agreement, \$1,000,000,000 aggregate principal amount of 3.875% Senior Notes due April 1, 2014, and \$1,000,000,000 aggregate principal amount of 5.125% Senior Notes due April 1, 2019 (the Transaction ).

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing summary does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement.

The Company is filing this Current Report on Form 8-K so as to file with the Securities and Exchange Commission certain items related to the Transaction that are to be incorporated by reference into its Registration Statement on Form S-3ASR (Registration No. 333-147737).

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement
- 4.1 Form of Note for 3.875% Senior Notes due April 1, 2014
- 4.2 Form of Note for 5.125% Senior Notes due April 1, 2019
- 5.1 Opinion of King & Spalding LLP
- 23.1 Consent of King & Spalding LLP (included in Exhibit 5.1)

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.

UNITED PARCEL SERVICE, INC.

Date: March 24, 2009

By: /s/ Kurt P. Kuehn  
Kurt P. Kuehn  
Senior Vice President,

Chief Financial Officer and Treasurer