

DELL INC  
Form 8-K  
March 31, 2011

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**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 28, 2011**

**Dell Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction of  
incorporation)**

**0-17017**  
**(Commission File Number)**

**74-2487834**  
**(IRS Employer  
Identification No.)**

**One Dell Way, Round Rock, Texas 78682**  
**(Address of principal executive offices) (Zip Code)**  
**Registrant's telephone number, including area code: (800) 289-3355**

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))
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**Item 8.01 Other Events.**

On March 28, 2011, Dell Inc. ( Dell ) entered into an underwriting agreement (the Underwriting Agreement ) with Deutsche Bank Securities Inc., BNP Paribas Securities Corp., UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters identified therein (the Underwriters ), relating to the issuance and sale by Dell to the Underwriters of \$300,000,000 aggregate principal amount of Floating Rate Notes due 2014 (the 2014 Floating Rate Notes ), \$400,000,000 aggregate principal amount of 2.100% Notes due 2014 (the 2014 Fixed Rate Notes ), \$400,000,000 aggregate principal amount of 3.100% Notes due 2016 (the 2016 Notes ) and \$400,000,000 aggregate principal amount of 4.625% Notes due 2021 (the 2021 Notes and together with the 2014 Floating Rate Notes, the 2014 Fixed Rate Notes and the 2016 Notes, the Notes ), subject to the terms and conditions therein.

On March 31, 2011, Dell completed the public offering of the foregoing series of Notes. The Notes are governed by the terms of an Indenture, dated as of April 6, 2009, between Dell and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee ), as supplemented by a Fourth Supplemental Indenture (the Supplemental Indenture ), dated March 31, 2011, between Dell and the Trustee (the Indenture ).

Dell offered the Notes pursuant to the Prospectus Supplement dated March 28, 2011 to the Prospectus dated March 14, 2011, which forms a part of Dell s shelf registration statement on Form S-3 (Registration No. 333-155041) filed with the Securities and Exchange Commission on November 4, 2008, as amended by Post-Effective Amendment No. 1 filed with the Securities and Exchange Commission on March 14, 2011 (the Registration Statement ).

The following exhibits to this Current Report are incorporated by reference into this Item 8.01 and into the Registration Statement:

- the Underwriting Agreement filed as Exhibit 1.1 hereto;
- the Supplemental Indenture filed as Exhibit 4.1 hereto;
- the forms of the foregoing series of Notes issued pursuant to the Indenture, which are filed as Exhibits 4.2, 4.3, 4.4 and 4.5, respectively, hereto; and
- the opinion of Hogan Lovells US LLP regarding the validity of the Notes filed as Exhibit 5.1 hereto, including the consent of Hogan Lovells US LLP included therein.

**Item 9.01 Financial Statements and Exhibits.**

Dell herewith files the following exhibits:

(d) Exhibits.

Exhibit 1.1 Underwriting Agreement, dated March 28, 2011, between Dell Inc. and Deutsche Bank Securities Inc., BNP Paribas Securities Corp., UBS Securities LLC and Wells Fargo Securities, LLC, as representatives of the underwriters identified therein.

Exhibit 4.1 Fourth Supplemental Indenture, dated March 31, 2011, between Dell Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee.

Exhibit 4.2 Form of Floating Rate Notes due 2014.

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Exhibit 4.3 Form of 2.100% Notes due 2014.

Exhibit 4.4 Form of 3.100% Notes due 2016.

Exhibit 4.5 Form of 4.625% Notes due 2021.

Exhibit 5.1 Opinion of Hogan Lovells US LLP regarding validity of the Notes.

Exhibit 23.1 Consent of Hogan Lovells US LLP (contained in Exhibit 5.1 hereto).

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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 hereunto duly authorized.

DELL INC.

Date: March 31, 2011

By: /s/ Janet B. Wright  
Janet B. Wright  
Vice President and Assistant Secretary  
(Duly authorized officer)

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- Exhibit 4.1 Fourth Supplemental Indenture, dated March 31, 2011, between Dell Inc. and The Bank of New York Mellon Trust Company, N.A., as trustee.
- Exhibit 4.2 Form of Floating Rate Notes due 2014.
- Exhibit 4.3 Form of 2.100% Notes due 2014.
- Exhibit 4.4 Form of 3.100% Notes due 2016.
- Exhibit 4.5 Form of 4.625% Notes due 2021.
- Exhibit 5.1 Opinion of Hogan Lovells US LLP regarding validity of the Notes.
- Exhibit 23.1 Consent of Hogan Lovells US LLP (contained in Exhibit 5.1 hereto).