

DIRECTV

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AT&T INC.

FORM 425

(Filing of certain prospectuses and communications in connection with business combination transactions)

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Telephone	310-964-0724
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Symbol	DTV
SIC Code	4813 - Telephone Communications, Except Radiotelephone
Industry	Communications Services
Sector	Services
Fiscal Year	12/31



FOR CONSUMERS, AT&T + DIRECTV =
Robust Competition – Broadband Expansion – Unparalleled Video – Exciting Innovation

The combination of AT&T and DIRECTV will transform the communications marketplace, invigorating competition and creating a new, unique and exciting alternative for consumers. Together, we will provide world class service, delivering a more competitive bundle of broadband, video and mobile services, along with a better customer experience and enhanced innovation.

Robust Competition: By combining two companies with complementary strengths, the merger creates a stronger competitor to cable with unprecedented capabilities in mobility, video and broadband services.

Broadband Expansion: The combined company will expand and enhance its broadband technologies to approximately 15 million customer locations, 13 million of which are in rural areas with no or limited broadband service choices. This additional broadband deployment will provide more choices for those households that want over-the-top video products that compete with DIRECTV and U-Verse. AT&T has also committed to abide by the FCC's 2010 Open Internet protections for three years after the new company is created.

Unparalleled Video: DIRECTV is the premier pay TV provider in the U.S. and Latin America. The merger will give millions of AT&T customers who are outside of the U-Verse footprint access to a service bundle that includes DIRECTV's best-in-class video programming. That pay TV service will continue to be available at nationwide package prices, regardless of where a customer lives, for at least three years after closing.

Exciting Innovation: The new company will unite two of the most innovative companies in the world. Together, we will enable customers to receive content across multiple screens – mobile devices, TVs, laptops, the backseat display of connected cars – and to satisfy their continually evolving broadband and video needs for years to come.

AT&T and DIRECTV – Bringing consumers a robust alternative to cable with a better bundle of top-quality broadband, video and mobile services, as well as a better customer experience and enhanced innovation.

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Cautionary Language Concerning Forward-Looking Statements

Information set forth in this communication, including financial estimates and statements as to the expected timing, completion and effects of the proposed merger between AT&T and DIRECTV, constitute forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These estimates and statements are subject to risks and uncertainties, and actual results might differ materially. Such estimates and statements include, but are not limited to, statements about the benefits of the merger, including future financial and operating results, the combined company's plans, objectives, expectations and intentions, and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of the management of AT&T and DIRECTV and are subject to significant risks and uncertainties outside of our control.

Among the risks and uncertainties that could cause actual results to differ from those described in the forward-looking statements are the following: (1) the occurrence of any event, change or other circumstances that could give rise to the termination of the merger agreement, (2) the risk that DIRECTV stockholders may not adopt the merger agreement, (3) the risk that the necessary regulatory approvals may not be obtained or may be obtained subject to conditions that are not anticipated, (4) risks that any of the closing conditions to the proposed merger may not be satisfied in a timely manner, (5) risks related to disruption of management time from ongoing business operations due to the

proposed merger, (6) failure to realize the benefits expected from the proposed merger and (7) the effect of the announcement of the proposed merger on the ability of DIRECTV and AT&T to retain customers and retain and hire key personnel and maintain relationships with their suppliers, and on their operating results and businesses generally. Discussions of additional risks and uncertainties are contained in AT&T's and DIRECTV's filings with the Securities and Exchange Commission. Neither AT&T nor DIRECTV is under any obligation, and each expressly disclaim any obligation, to update, alter, or otherwise revise any forward-looking statements, whether written or oral, that may be made from time to time, whether as a result of new information, future events, or otherwise. Persons reading this announcement are cautioned not to place undue reliance on these forward-looking statements which speak only as of the date hereof.

Additional Information and Where to Find It

This communication does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval. This communication may be deemed to be solicitation material in respect of the proposed merger between AT&T and DIRECTV. In connection with the proposed merger, AT&T intends to file a registration statement on Form S-4, containing a proxy statement/prospectus with the Securities and Exchange Commission ("SEC"). **STOCKHOLDERS OF DIRECTV ARE URGED TO READ ALL RELEVANT DOCUMENTS FILED WITH THE SEC, INCLUDING THE PROXY STATEMENT/PROSPECTUS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED MERGER.** Investors and security holders will be able to obtain copies of the proxy statement/prospectus as well as other filings containing information about AT&T and DIRECTV, without charge, at the SEC's website at <http://www.sec.gov>. Copies of documents filed with the SEC by AT&T will be made available free of charge on AT&T's investor relations website at <http://www.att.com/investor.relations>. Copies of documents filed with the SEC by DIRECTV will be made available free of charge on DIRECTV's investor relations website at <http://investor.directv.com>.

Participants in Solicitation

AT&T and its directors and executive officers, and DIRECTV and its directors and executive officers, may be deemed to be participants in the solicitation of proxies from the holders of DIRECTV common stock in respect of the proposed merger. Information about the directors and executive officers of AT&T is set forth in the proxy statement for AT&T's 2014 Annual Meeting of Stockholders, which was filed with the SEC on March 11, 2014. Information about the directors and executive officers of DIRECTV is set forth in the proxy statement for DIRECTV's 2014 Annual Meeting of Stockholders, which was filed with the SEC on March 20, 2014. Investors may obtain additional information regarding the interest of such participants by reading the proxy statement/prospectus regarding the proposed merger when it becomes available.