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AT&T CORP  
Form 8-K  
August 23, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

AUGUST 20, 2002  
Date of report (Date of earliest event reported)

AT&T CORP.  
(Exact Name of Registrant as Specified in Charter)

NEW YORK	1-1105	13-4924710
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

295 NORTH MAPLE AVENUE, BASKING RIDGE, NEW JERSEY 07920  
(Address of Principal Executive Offices, including Zip Code)

(908) 221-2000  
(Registrant's telephone number, including area code)

NOT APPLICABLE  
(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS.

On August 21, 2002, AT&T Corp. ("AT&T") announced that AT&T, Comcast Corporation, AOL Time Warner Inc., Time Warner Entertainment Company, L.P. ("TWE") and certain other parties have entered into a restructuring agreement, dated as of August 20, 2002 (the "Restructuring Agreement"), related to TWE. A

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copy of the Restructuring Agreement and the press release issued by AT&T are attached hereto as Exhibits 2.1 and 99.1, respectively, and are each incorporated herein by reference.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

2.1 Restructuring Agreement, dated as of August 20, 2002.

99.1 Press Release issued August 21, 2002 by AT&T.

SIGNATURE

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.

AT&T CORP.

By: /s/ Robert S. Feit

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Name: Robert S. Feit  
Title: Chief Counsel - Corporate  
and Financial Matters

Date: August 23, 2002

EXHIBIT INDEX

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