

SMM/Prospectus Supplement



IMPORTANT BENEFITS INFORMATION

AT&T Retirement Savings Plan

This is a summary of material modifications (SMM)/prospectus supplement for the AT&T Retirement Savings Plan (ARSP) and should be used with the prospectus/summary plan description (SPD) dated August 2014.

Please keep this document for future reference.

IMPORTANT: This document constitutes part of a Prospectus covering securities that have been registered under the Securities Act of 1933.

DISTRIBUTION: Distributed to all Participants who have a balance in the AT&T Retirement Savings Plan as of November 2014.

NIN: 78-33600

IMPORTANT INFORMATION

This SMM/prospectus supplement was written for easy readability. Therefore, it may contain generalizations and informal terms rather than precise legal terms. Also, this SMM/prospectus supplement only summarizes benefits, and individual situations may vary. In all cases, the official Plan document governs and is the final authority on the terms of the Plans, and if there are any discrepancies between the information in this SMM/prospectus supplement and the Plans, the Plan document will control. AT&T Inc. reserves the right to terminate or amend any and all of its employee benefits plans or programs at any time for any reason. Participation in the Plans is neither a contract nor a guarantee of future employment.

What is this document?

This is a summary of material modifications (SMM)/prospectus supplement for the Plan's prospectus/summary plan description (SPD).

Why did I receive this document?

This SMM/prospectus supplement provides an overview of changes to your Plan's prospectus/SPD dated August 2014.

What action do I need to take?

You should review this SMM/prospectus supplement and your SPD carefully so you can understand the details of your Plan.

How do I use this document?

Keep this SMM with your Plan SPD and all other SMMs so you can refer to them in the future. They are your primary resource for your questions about the Plan.

Questions?

For additional detailed explanation of the Plan, please see the Plan's prospectus and summary plan description (SPD) dated August 2014, or contact the Fidelity Service Center. See the "For More Information" section of this SMM for more information.

WHAT'S CHANGING

- Company Match amounts will change for Nonmanagement Nonunion Employees who follow the CWA (AT&T Core Contract) bargaining agreement and Management Employees hired or rehired on or after Jan. 1, 2015.
- Effective Jan. 1, 2015, Participants who have less than three years of service will be eligible to exchange (or transfer) up to 100 percent of the Company Match out of the AT&T Shares Fund.
- Effective Jan. 5, 2015, you will have access to new services from Financial Engines Advisors L.L.C.
- The Beneficiary Designation rules for the Plan have been incorporated into the SPD as set forth below.

BENEFITS AT A GLANCE

The Company Match Amount of the "Employee Contributions" section of the *Benefits at a Glance* table on page 10 of the SPD is changed to read as follows.

Benefits	
Employee Contributions	
Company Match Amount	<p>80% of Basic Contributions (unless noted below)</p> <p>75% of Basic Contributions (but only for the group(s) listed below)</p> <ul style="list-style-type: none"> • Legacy T-CWA hired or rehired on or before 8/8/09 <p>66 2/3% of Basic Contributions (but only for the group(s) listed below)</p> <ul style="list-style-type: none"> • Legacy T-IBEW hired or rehired on or before 8/8/09 <p>25% of Basic Contributions (but only for the groups listed below)</p> <ul style="list-style-type: none"> • BellSouth Utility Operations Bargaining Unit hired or rehired after 8/8/09 <p>100% of Basic Contributions (but only for the group(s) listed below)</p> <ul style="list-style-type: none"> • AT&T Government Solutions, Inc. • AT&T Technical Services Company, Inc. • Management Employees hired or rehired on or after 1/1/2015 • Nonmanagement Nonunion Employees following the CWA (AT&T Core Contract) bargaining agreement hired or rehired on or after 1/1/2015

EMPLOYER CONTRIBUTIONS

The following special rule is added to the end of the “Amount of Employer Contributions” subsection of the SPD located on Page 20:

- **Special Rule for Management Employees and Nonmanagement Nonunion Employees who follow CWA (AT&T Core Contract), both who are hired or rehired on or after Jan. 1, 2015**

You are eligible to receive a Company Match from your Participating Company. Your Company Match is 100 percent of your Basic Contributions.

The entire Company Match Diversification subsection of the SPD located on page 21 is replaced with the following:

Company Match Diversification

You may exchange (or transfer) up to 100 percent of your vested Company Match. Generally, your Company Match vests after you have at least three Years of Service with AT&T (see the “Vesting” section). Effective Jan. 1, 2015, all Participants are eligible to exchange (or transfer) up to 100 percent of the Company Match, whether vested or not.

FINANCIAL ENGINES ADVISORS L.L.C.

Effective Jan. 5, 2015, a new *Attachment 3: Investment Advisory Services* is added to the SPD to read as follows:

ATTACHMENT 3: INVESTMENT ADVISORY SERVICES

Effective Jan. 5, 2015, Participants with an account balance will have access to online investment services (or Online Service) and investment advisory services (or Professional Management) from Financial Engines Advisors L.L.C. (“Financial Engines”), a federally registered investment advisor.

The Online Service offered by Financial Engines provides additional web-based tools to assist Participants with savings plan asset allocation and retirement planning projections. **Financial Engines does not sell investments or receive commissions.** There is no additional charge to your account for the Online Service.

You may also elect to enroll in Professional Management, which allows Financial Engines to professionally manage your account(s).

Enrollment in Professional Management is completely voluntary. However, if you choose to enroll in Professional Management, you will be assessed a quarterly fee based on your account balance. That fee will be deducted from your account.

- **Professional Management.** If you enroll, you elect to participate in the Professional Management program, and your Plan investments will be monitored and managed for you on a discretionary basis by Financial Engines, with transactions handled through Fidelity. It’s important for you to understand the fees for these services and evaluate the benefit and value of the services provided for your own situation.

If you decide to enroll in Professional Management, the charges are deducted from your account and are determined as follows:

Account Balance Tiers	Fee % (Incremental Across Tiers)
\$50,000 or less	0.35%
\$50,000 to \$250,000	0.30%
\$250,000 and over	0.25%

From time to time, Financial Engines will provide a promotional opportunity to sign up for a trial of the Professional Management program. If you decide to enroll in the Professional Management program during those campaigns, Participants who cancel within the promotional period (typically three months) will not be charged program fees.

With respect to the Professional Management program, Financial Engines is a designated investment manager for the Plan. A designated investment manager means an investment manager as that term is defined under section 3(38) of ERISA, and that is designated by your Plan fiduciary and made available to you and your Beneficiaries to manage all or a portion of the assets held in, or contributed to, your account.

If you do not have the time, expertise, or desire to manage your own account, the Professional Management program offers professional investment management, unique to your financial situation, with the ability to speak with an investment advisor representative. With Professional Management, your account is managed and updated over time to help you stay on track to a successful retirement.

- **Online Advice.** The Online Service is a free service to you for being a Participant in the Plan. If you choose the Online Service, Financial Engines will provide guidance and suggestions for your account (and other retirement accounts you elect to include) when you visit the website for advice. There is no additional cost to you to use the service.

More information about Financial Engines and Professional Management may be found at www.financialengines.com, or by calling Fidelity Investments at **1-877-401-5762**.

DESIGNATION OF BENEFICIARIES

The "Designation of Beneficiaries" subsection of the SPD beginning on page 59 is replaced with the following "Designation of Beneficiaries" subsection.

Designation of Beneficiaries

You can designate a Beneficiary to receive your vested account. You must designate a Beneficiary using the form and process established by the Beneficiary Designation Administrator. The Beneficiary Designation Form can be found on the Beneficiary Designation Administrator's website. For information on contacting the Beneficiary Designation Administrator, see the "Contact Information" section.

Participants can also provide their Beneficiary Designations with the assistance of an online tool, the Fidelity Online Beneficiary Service, available on NetBenefits. Previous paper Beneficiary Designations remain valid until a new form is submitted or an online designation is made. However, existing paper forms will not be uploaded to this online tool. Therefore, when

Participants initially access the online tool, the Beneficiary information will be blank. After submitting Beneficiary information through this tool, Participants can maintain designations online. Please note that some Beneficiary Designations will still require written Spousal consent. Make sure you follow the steps provided in the online tool to print out necessary documents for signature and return them as instructed in order for your Beneficiary Designation to be valid. For more information regarding the new Fidelity Online Beneficiary Service, access the Online Beneficiary Quick Facts by logging on to netbenefits.fidelity.com. Click on your Savings Plan link>Plan Information and Documents>What's New. Select the Online Beneficiary *Quick Facts* link. See the "Contact Information" section for contact information.

You may name a Beneficiary(ies) to receive your vested account in the event of your death:

- If you are married, your Spouse must be your Designated Beneficiary. In order to choose another person or trust, you must have the written consent of your Spouse to choose someone else to receive all or part of your vested account as a Beneficiary.
- If you are single, or your Spouse has given written consent, you may designate a person or trust to receive all or part of your vested account.

Note: Special rules apply if you want to designate a minor or an estate to receive your Program benefits. Contact the Beneficiary Designation Administrator for further information.

Note: Special rules also apply if you remarry or divorce or if a Beneficiary caused your death. Contact the Beneficiary Designation Administrator for further information. If you remarry or divorce, you should change your Beneficiary Designation. As a part of a divorce you may be required to give up a portion of your vested account to your former Spouse based on a qualified domestic relations order. See the "General Plan Information" section for more information on qualified domestic relations orders.

Information Requests

Upon your death, your Spouse, a Beneficiary, the executor of your will, the administrator of your estate, or another personal representative should call the Beneficiary Designation Administrator to report your death to AT&T. See the "Contact Information" section for contact information.

After reporting a Participant's death, you will be asked to provide proof of death. You may also be asked to provide other information related to a Designated Beneficiary [for example, a Social Security Number (SSN), Taxpayer Identification Number (TIN) or current address].

The following may be used as proof of death:

- A certified copy of a death certificate issued by an official or agency at which the death occurred that shows the place of death, cause of death, date and time of death, and the identity of the deceased individual
- A certified copy of any report or record of a governmental agency, domestic or foreign, showing that a person is missing, detained or dead, and the dates, circumstances and places disclosed by the report

If a Designated Beneficiary cannot be found, the Beneficiary Designation Administrator will follow its procedures for locating the Beneficiary. If your missing Beneficiary's portion is not claimed by the missing Beneficiary within one (1) year of your death, the Program Administrator, in its sole discretion, will distribute that Beneficiary's share as if your missing Beneficiary had died before you.

Although you are not required to update your Beneficiary Designation, it is recommended that you do so when certain life events occur (for example, getting married or divorced, having or adopting a child, or losing a loved one).

Release of Liability for Payment of Survivor Benefits

The receipt by a trustee or custodian of your account balance in accordance with your Beneficiary Designation fully discharges the Plan Administrator and the Beneficiary Designation Administrator from all liability.

If there is doubt as to a Beneficiary's rights to a distribution by any claimant, the Plan Administrator has a right, in its sole discretion, to require an indemnity bond protecting the Plan Administrator and Beneficiary Designation Administrator for the distribution and to deposit the amount in question with a court of law, which will then handle the distribution, or to ask that the parties adjudicate their respective rights.

If the Plan Administrator distributes your account in accordance with your Beneficiary Designation, and if the distribution is done in good faith and in reliance on the information provided, then the Plan Administrator and Beneficiary Designation Administrator, any person to whom authority has been delegated to make any determinations of fact or eligibility for benefits under the Plan and all Participating Companies will be released from all claims arising from the distribution and will be discharged from any and all claims and liabilities arising from the distribution.

In particular, the release and discharge will occur even if information supplied by your Beneficiaries or others that is relied on in good faith by the Plan Administrator or Beneficiary Designation Administrator later turns out to have been inaccurate or incomplete.

The Plan Administrator or Beneficiary Designation Administrator may discharge any such liability as to any claimant by sending a notice by registered or certified mail to the claimant and the persons named in a request for execution of Beneficiary Designation at the addresses given in the notice of claim and request for execution of Beneficiary Designation, containing the following:

- The amount to be distributed
- The persons to whom the distribution will be made
- The respective amounts payable to the persons to whom the distribution will be made
- A statement that the distribution will be made in 30 days from the date of mailing unless the distribution is restrained by a court order

The protections for the Plan Administrator and Beneficiary Designation Administrator by the Plan have no bearing on the rights of persons in dispute among themselves or their successors concerning the beneficial ownership of your account balance, as affected by your death.

Beneficiary Hierarchy

If you do not name a Beneficiary, or do not have your Beneficiary Designation Form approved by the Beneficiary Designation Administrator prior to your date of death, your benefits will be paid in accordance with the following table:

If ...	Then Plan Proceeds Will Be Distributed to...
You are married ...	Your Spouse
You have a Legally Recognized Partner ...	Your Legally Recognized Partner

If ...	Then Plan Proceeds Will Be Distributed to...
You are not survived* by a Spouse or Legally Recognized Partner ...	Your surviving* child** or children** in equal amounts***
You are not survived* by a Spouse, Legally Recognized Partner or a child** ...	Your surviving* parent** or parents** in equal amounts***
You are not survived* by a Spouse, Legally Recognized Partner, child** or parent** ...	Your surviving* sibling** or siblings** (including half-blood) in equal amounts***
You are not survived* by a Spouse, Legally Recognized Partner, child,** parent** or sibling** ...	Your estate in accordance with the applicable laws of the state in which you resided immediately before your death that govern succession to property owned by you at death, unless the Program Administrator determines, in its sole discretion, that it is more appropriate to apply similar law of another state under the circumstances
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your account. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you, and the Plan proceeds will be distributed as if the Beneficiary had predeceased you.</i></p> <p><i>**The terms "child," "children," "parent" or "sibling" refer to individuals who are related by birth or by adoption and not through marriage.</i></p> <p><i>***Benefits will be distributed on a per capita basis and not on a per stirpes basis, which means that all surviving individuals in one of the groups listed in this table will share your account on an equal basis, and no Plan proceeds will pass to the descendants of a deceased member of the group.</i></p>	

Special Circumstances

The effect that certain special circumstances have on your Beneficiary Designation is detailed as described in the table below:

If ...	Then ...
Your Beneficiary is your Spouse and if you get divorced or have your marriage annulled ...	Your Beneficiary Designation for your Spouse is revoked as of the date of the dissolution or annulment of your marriage. Your ex-Spouse's share or right to a share will be distributed as if he or she died before you.
You want to make your ex-Spouse a valid Beneficiary ...	You must complete a new Beneficiary Designation Form(s) after the date your marriage was dissolved or annulled and, if you remarried, have the written consent of your new Spouse.
Your surviving* Beneficiary disclaims or waives part or all of his or her rights to your Proceeds ...	That person's waived portion will be distributed as if that Beneficiary died before you.
You are single (including widows and widowers), have a form on file, and later marry or remarry ...	All previous Beneficiary Designation Form(s) will be revoked. Your new Spouse will be the sole Beneficiary of your Program benefits unless your new Spouse consents in writing to your designation(s) of another Beneficiary(ies).

If ...	Then ...
Your Beneficiary Designation was made under duress, undue influence or by reason of fraud, or your Beneficiary caused or participated in causing your death ...	<p>The Plan Administrator, in its sole discretion, will determine, on the basis of all the facts and circumstances, whether it is likely that a civil jury would disqualify that Beneficiary from receiving any part of your Plan benefits. If a Plan Administrator makes this determination, that Beneficiary's portion will be deposited with the court for distribution in accordance with the Plan.</p> <p>The Plan Administrator will have no further liability to anyone with respect to those Plan proceeds.</p> <p>The decision of the Plan Administrator is binding upon all Persons.</p>
<p><i>*Your Beneficiary must survive for at least 120 hours after your death to be entitled to your Plan proceeds. A Beneficiary not meeting the survival requirement is treated as if he or she died before your death. If the time of your death or the death of your Beneficiary cannot be determined, or if it cannot be established that a Beneficiary survived you by 120 hours, it will be deemed that the Beneficiary failed to survive you, and the Plan proceeds will be distributed as if the Beneficiary had predeceased you.</i></p>	

FOR MORE INFORMATION

If you have any questions regarding the information provided in this SMM/prospectus supplement or to obtain a copy of your prospectus and SPD, please call the Fidelity Service Center (Recordkeeper) at:

Who	How to Contact
<p>Fidelity Service Center Recordkeeper</p>	<p>800-416-2363 1-888-343-0860 (hearing impaired) Monday through Friday from 7:30 a.m. to 11 p.m. Central time.</p>
<p>Financial Engines Advisor Center</p>	<p>1-877-401-5762 Monday through Friday from 7:30 a.m. to 7:30 p.m. Central time.</p>



AT&T Inc.
and Participating Companies

Human Resources-Benefits
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Forwarding Service Requested

NIN: 78-33600