

CENTERPOINT ENERGY INC
Form 8-K
August 16, 2018

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): August 15, 2018

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction

of incorporation)

1111 Louisiana

1-31447
(Commission

File Number)

74-0694415
(IRS Employer

Identification No.)

77002

Houston, Texas
(Address of principal executive offices) **(Zip Code)**
Registrant's telephone number, including area code: (713) 207-1111

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01 Entry into a Material Definitive Agreement.

On August 15, 2018, CenterPoint Energy, Inc. (CenterPoint Energy) entered into an Underwriting Agreement (the Underwriting Agreement), among CenterPoint Energy and the several Underwriters named in Schedule I to the Underwriting Agreement (the Underwriters), relating to the underwritten public offering (the Offering) of \$800,000,000 of CenterPoint Energy s Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share, with a liquidation preference of \$1,000 per share (the Series A Preferred Stock). Dividends on the Series A Preferred Stock will accrue at an annual rate of 6.125% until September 1, 2023 and thereafter will accrue at an annual rate equal to the three month U.S. dollar LIBOR for such dividend period plus 3.270%. The Offering is being made pursuant to CenterPoint Energy s registration statement on Form S-3 (Registration No. 333-215833). The Offering is expected to close on August 22, 2018.

The designation, powers, preferences, rights, qualifications, limitations and restrictions of the Series A Preferred Stock will be set forth in a statement of resolution relating to the Series A Preferred Stock that will be filed with the Secretary of State of the State of Texas prior to the closing of the Offering.

The Underwriters and their affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. In the ordinary course of their respective businesses, certain of the Underwriters and/or their affiliates have engaged, and may in the future engage, in commercial banking, investment banking, trust or investment management transactions with CenterPoint Energy and its affiliates for which they have received, and will in the future receive, customary compensation.

A copy of the Underwriting Agreement has been filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

The exhibits listed below are filed herewith.

The Underwriting Agreement is included as an exhibit only to provide information to investors regarding its terms. The Underwriting Agreement contains representations, warranties and other provisions that were made, among other things, to provide the parties thereto with specified rights and obligations and to allocate risk among them, and, as such, the Underwriting Agreement should not be relied upon as constituting or providing any factual disclosures about CenterPoint Energy, any other persons, any state of affairs or other matters.

(d) Exhibits.

EXHIBIT

| NUMBER | EXHIBIT DESCRIPTION |
|--------|---|
| 1.1 | <u>Underwriting Agreement dated August 15, 2018, among CenterPoint Energy, Inc. and the several Underwriters named in Schedule I thereto.</u> |
| 5.1 | <u>Opinion of Baker Botts L.L.P.</u> |
| 8.1 | <u>Opinion of Baker Botts L.L.P.</u> |

- 23.1 Consent of Baker Botts L.L.P. (included in Exhibit 5.1 hereto).
- 23.2 Consent of Baker Botts L.L.P. (included in Exhibit 8.1 hereto).

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.

CENTERPOINT ENERGY, INC.

Date: August 16, 2018

By: /s/ Dana C. O Brien
Dana C. O Brien
Senior Vice President, General Counsel and
Assistant Corporate Secretary