

AES CORP
Form 4
December 18, 2013

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Terrific Investment Corp

(Last) (First) (Middle)

NEW POLY PLAZA, 25TH FLOOR, NO.1 NORTH CHAOYANGMEN STREET

(Street)

BEIJING, F4 100010

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AES CORP [AES]

3. Date of Earliest Transaction
(Month/Day/Year)
12/18/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Former 10% Owner

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/18/2013 | | S | | 20,000,000 | D | \$ 12.912 |
| | | | | | | | 105,468,788 |
| | | | | | | | <u>(1)</u> |
| Common Stock, par value \$0.01 per share | 12/18/2013 | | S | | 46,000,000 | D | \$ 13.181 |
| | | | | | | | 59,468,788 |
| | | | | | | | <u>(4)</u> |
| | | | | | | | <u>(5)</u> <u>(6)</u> |

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Terrific Investment Corp
NEW POLY PLAZA, 25TH FLOOR
NO.1 NORTH CHAOYANGMEN STREET
BEIJING, F4 100010

Former 10% Owner

CHINA INVESTMENT CORP
16F-19F, NEW POLY PLAZA
NO.1 NORTH CHAOYANGMEN STREET
BEIJING, F4 100010

Former 10% Owner

Signatures

/s/ Li Keping, Executive Director and President of Terrific Investment Corporation

12/18/2013

**Signature of Reporting Person

Date

/s/ Ding Xuedong, Chairman and Chief Executive Officer of China Investment Corporation

12/18/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The price represents 96% of the public offering price of \$13.450 per share of Common Stock ("Common Share") of The AES Corporation (the "Issuer").
- (2) These securities are beneficially owned directly by Terrific Investment Corporation, and indirectly by China Investment Corporation. CIC is the parent of CIC International Co., Ltd. ("CIC International"), which is the parent of Terrific and another wholly-owned subsidiary.
- (3) CIC International is the parent of another wholly owned subsidiary, which beneficially owns 420,830 Common Shares of the Issuer. These Common Shares may be deemed to be beneficially owned indirectly by China Investment Corporation.
- (4) The price represents the public offering price of \$13.450 per Common Share less the underwriters' discount of \$0.269 per Common Share.
- (5) These securities are beneficially owned directly by Terrific Investment Corporation, and indirectly by China Investment Corporation. CIC is the parent of CIC International, which is the parent of Terrific and another wholly-owned subsidiary.
- (6) CIC International is the parent of another wholly owned subsidiary, which beneficially owns 420,830 Common Shares of the Issuer. These Common Shares may be deemed to be beneficially owned indirectly by China Investment Corporation.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.