

EL PASO CORP/DE
Form 424B3
July 06, 2001

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Filed Pursuant to Rule 424(b)(3)
Registration No. 333-61536
Zero Coupon Convertible Debentures Due 2021
CUSIP No. 28336LAA7

PROSPECTUS SUPPLEMENT
(TO PROSPECTUS DATED JUNE 8, 2001)

[EL PASO CORPORATION LOGO]

EL PASO CORPORATION

\$1,766,500,000

ZERO COUPON CONVERTIBLE DEBENTURES DUE FEBRUARY 28, 2021

8,456,621 SHARES OF COMMON STOCK

This document supplements the prospectus dated June 8, 2001, relating to the debentures and the shares of common stock issuable upon conversion of the debentures. This prospectus supplement is incorporated by reference into the prospectus. The information in this prospectus supplement replaces and supersedes the information set forth under the heading "Selling Security Holders" in the prospectus dated June 8, 2001.

Our common stock is listed and traded on the New York Stock Exchange and the Pacific Exchange under the symbol "EPG." On July 5, 2001, the last reported sales price for our common stock on the New York Stock Exchange was \$52.45 per share.

INVESTING IN THESE SECURITIES INVOLVES RISKS. SEE "RISK FACTORS" BEGINNING ON PAGE 5 OF THE PROSPECTUS AND "FORWARD-LOOKING STATEMENTS" BEGINNING ON PAGE 5 OF THE PROSPECTUS.

NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ADEQUACY OR ACCURACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

The date of this prospectus supplement is July 6, 2001.

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SELLING SECURITY HOLDERS

We originally sold the debentures to Credit Suisse First Boston Corporation (CSFB) on February 28, 2001 in a private placement. CSFB has advised us that it resold the debentures in transactions exempt from the registration requirements of the Securities Act of 1933 to "qualified institutional buyers" (as defined in Rule 144A under the Securities Act) in compliance with Rule 144A. These subsequent purchasers (and their respective donees and transferees for no consideration) may from time to time offer and sell any or all of the debentures or the common stock issuable on conversion of the debentures pursuant to this prospectus.

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The debentures and the common stock to be offered and sold using this prospectus are being registered pursuant to a registration rights agreement between us and CSFB. In that agreement, we undertook to file a registration statement with regard to the debentures and common stock and, subject to certain exceptions, to keep that registration statement effective for up to two years. The registration statement to which this prospectus supplement and the accompanying prospectus relate is intended to satisfy our obligations under that agreement.

The selling security holders named below have advised us that they currently intend to sell the debentures and common stock set forth below pursuant to this prospectus. Additional selling security holders may choose to sell debentures and common stock from time to time upon notice to us. See "Plan of Distribution" in the accompanying prospectus.

Before a security holder may use the accompanying prospectus in connection with an offering of securities, the prospectus as supplemented must include the name and amount of debentures and common stock beneficially owned by the selling security holder and the amount of debentures and common stock to be offered. The prospectus as supplemented will also disclose whether any selling security holder selling in connection with that prospectus supplement has held any position, office or other material relationship with us or any of our predecessors or affiliates during the three years prior to the date of the prospectus supplement.

The following table is based solely on information provided by the selling security holders.

| SELLING SECURITY HOLDER ----- | AMOUNT OF DEBENTURES BENEFICIALLY OWNED ----- | PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED ----- | AMOUNT OF DEBENTURES TO BE SOLD (1) ----- |
|---|---|---|--|
| AIG SoundShore Holdings Ltd..... | 6,439,000 | * | 6,439,000 |
| AIG SoundShore Opportunity Holding Fund Ltd..... | 3,621,000 | * | 3,621,000 |
| AIG SoundShore Strategic Holding Fund Ltd..... | 1,890,000 | * | 1,890,000 |
| Allstate Insurance Company..... | 2,600,000 | * | 2,600,000 |
| Allstate Life Insurance Company..... | 5,900,000 | * | 5,900,000 |
| Aristeia Partners, L.P..... | 3,000,000 | * | 3,000,000 |
| Aristeia International, Limited..... | 8,300,000 | * | 8,300,000 |
| Associated Electric & Gas Insurance Services Limited..... | 1,500,000 | * | 1,500,000 |
| Banc of America Securities LLC(3)..... | 57,625,000 | 3.26 | 57,625,000 |
| Bancroft Convertible Fund, Inc..... | 3,300,000 | * | 3,300,000 |
| BBT Fund, L.P.(4)..... | 65,000,000 | 3.68 | 65,000,000 |
| Bear, Stears & Co. Inc..... | 7,500,000 | * | 7,500,000 |
| Catholic Health East..... | 3,246,000 | * | 3,246,000 |
| Catholic Health East -- Pension Investment Program..... | 442,000 | * | 442,000 |
| CIBC World Markets..... | 10,000,000 | * | 10,000,000 |
| Conseco Annuity Assurance Company -- Multi-Bucket Annuity Convertible Bond Fund..... | 8,000,000 | * | 8,000,000 |
| Credit Suisse First Boston Corporation(5)..... | 324,930,000 | 18.40 | 324,930,000 |
| Deephaven Domestic Convertible Trading Ltd..... | 5,000,000 | * | 5,000,000 |
| Deutsche Banc Alex Brown Inc.(6)..... | 52,000,000 | 2.95 | 52,000,000 |
| Dylan (IMA) Limited..... | 5,000,000 | * | 5,000,000 |

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|---|------------|------|------------|
| Ellsworth Convertible Growth and Income Fund, Inc..... | 3,300,000 | * | 3,300,000 |
| Federated Equity Income Fund, Inc.(7)..... | 38,000,000 | 2.15 | 38,000,000 |
| Federated Insurance Series, on behalf of its Federated Equity Income Fund II..... | 1,500,000 | * | 1,500,000 |
| First Union Securities Inc./BK Trading (8)..... | 46,515,000 | 2.63 | 46,515,000 |
| Fluor Corporation Master Retirement Trust..... | 3,250,000 | * | 3,250,000 |
| Fort Worth Employees' Retirement Fund..... | 2,850,000 | * | 2,850,000 |
| GLG Global Convertible Fund..... | 12,600,000 | * | 12,600,000 |
| GLG Global Convertible UCITS..... | 2,400,000 | * | 2,400,000 |
| GLG Market Neutral Fund..... | 1,000,000 | * | 1,000,000 |
| Global Bermuda Limited Partnership..... | 900,000 | * | 900,000 |
| Goldman Sachs and Company(9)..... | 27,500,000 | 1.56 | 27,500,000 |
| Hamilton Partners Limited(10)..... | 21,000,000 | 1.19 | 21,000,000 |
| Highbridge International LLC(11)..... | 87,025,000 | 4.93 | 87,025,000 |
| Houston Police Officers Pension System..... | 1,725,000 | * | 1,725,000 |
| HSBC Ttee Zota Managed Trust..... | 500,000 | * | 500,000 |
| Innovest Finanzdienstleistungs..... | 853,000 | * | 853,000 |
| Jersey (Ima) Ltd. | 6,000,000 | * | 6,000,000 |
| JMG Capital Partners, LP..... | 5,500,000 | * | 5,500,000 |
| JMG Triton Offshore Fund, Ltd.(12)..... | 28,000,000 | 1.59 | 28,000,000 |

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| SELLING SECURITY HOLDER | AMOUNT OF DEBENTURES BENEFICIALLY OWNED | PERCENTAGE OF DEBENTURES BENEFICIALLY OWNED | AMOUNT OF DEBENTURES TO BE SOLD (1) |
|--|---|---|-------------------------------------|
| ----- | ----- | ----- | ----- |
| J.P. Morgan Securities, Inc.(13)..... | 36,940,000 | 2.09 | 36,940,000 |
| Kaman Corporation Employees' Pension Fund..... | 1,356,000 | * | 1,356,000 |
| Lakeshore International Ltd..... | 2,100,000 | * | 2,100,000 |
| Lehman Brothers Inc.(14)..... | 27,500,000 | 1.56 | 27,500,000 |
| LibertyView Funds L.P..... | 12,000,000 | * | 12,000,000 |
| Liberty View Fund LLC..... | 3,000,000 | * | 3,000,000 |
| LibertyView Global Volatility Fund..... | 9,000,000 | * | 9,000,000 |
| Lutheran Brotherhood..... | 6,400,000 | * | 6,400,000 |
| Lydian Overseas Partners Master Fund(15)..... | 65,000,000 | 3.68 | 65,000,000 |
| Lyxor Master Fund..... | 500,000 | * | 500,000 |
| Merrill Lynch Investment Managers -- Quantitative Advisers(16)..... | 110,000,000 | 6.23 | 110,000,000 |
| Morgan Stanley & Co.(17)..... | 50,000,000 | 2.83 | 50,000,000 |
| Nationwide Separate Account Trust, on behalf of its Nationwide Equity Income Fund..... | 840,000 | * | 840,000 |
| Nomura Securities International Inc. | 17,500,000 | * | 17,500,000 |
| Ohio National fund, Inc., on behalf of its Equity Income Portfolio..... | 140,000 | * | 140,000 |
| Oppenheimer Convertible Securities Fund..... | 15,000,000 | * | 15,000,000 |
| Pitney Bowes, Inc. Pension Plan..... | 2,728,000 | * | 2,728,000 |
| RAM Trading Ltd.(18)..... | 25,000,000 | 1.42 | 25,000,000 |
| Royal Bank of Canada..... | 10,000,000 | * | 10,000,000 |
| Sagamore Hill Hub Fund Ltd..... | 10,000,000 | * | 10,000,000 |
| SAM Investments LDC(19)..... | 100,000,000 | 5.66 | 100,000,000 |
| Shell Pension Trust..... | 4,416,000 | * | 4,416,000 |
| Solomon Smith Barney Inc. | 500,000 | * | 500,000 |

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|---|-------------|------|-------------|
| Springfield Contributory Retirement Fund..... | 662,000 | * | 662,000 |
| Sutter Health Retirement Plan..... | 1,325,000 | * | 1,325,000 |
| Teachers Insurance and Annuity Association(20)..... | 27,000,000 | 1.53 | 27,000,000 |
| TQA Master Fund, Ltd..... | 1,000,000 | * | 1,000,000 |
| TQA Master Plus Fund, Ltd..... | 9,000,000 | * | 9,000,000 |
| Tribeca Investments, L.L.C.(21)..... | 70,000,000 | 3.96 | 70,000,000 |
| UBS AG, London Branch(22)..... | 110,000,000 | 6.23 | 110,000,000 |
| UBS O'Conner LLC f/b/o O'Conner Global Convertible Portfolio..... | 1,000,000 | * | 1,000,000 |
| UBS O'Conner LLC f/b/o UBS Global Equity Arbitrage Master Ltd..... | 15,000,000 | * | 15,000,000 |
| Value Line Convertible Fund, Inc. | 2,000,000 | * | 2,000,000 |
| Van Kampen Harbor Fund (23)..... | 21,000,000 | 1.19 | 21,000,000 |
| Van Kampen Utility Fund..... | 9,000,000 | * | 9,000,000 |
| White River Securities L.L.C..... | 7,500,000 | * | 7,500,000 |
| Wilmington Trust Company, as owner trustee for the Forrestal Funding Master Trust(24)..... | 25,000,000 | 1.42 | 25,000,000 |
| Zola Partners, L.P..... | 2,500,000 | * | 2,500,000 |
| Any other holder of the debentures or future transferee from any such holder(29) (30)..... | 91,582,000 | 5.20 | 91,582,000 |

* Less than 1%

- (1) Because a selling security holder may sell all or a portion of the debentures and common stock pursuant to this prospectus, no estimate can be given as to the number or percentage of debentures and common stock that the selling security holder will hold upon termination of any sales.
- (2) None of the selling security holders beneficially owns one percent or more of the common stock.
- (3) The address of Banc of America Securities LLC is 9 West 57th Street, 29th Floor, New York, New York 10019.
- (4) The address of BBT Fund is 201 Main Street, Suite 3300, Ft. Worth, Texas 76102.
- (5) The address of Credit Suisse First Boston Corporation is 5 World Trade Center, New York, New York 10048.
- (6) The address of Deutsche Bank Alex Brown Inc is 1251 Avenue of the Americas, 26th Floor, New York, New York 10020.
- (7) The address of Federated Equity Income Fund is Federated Investors Tower, 1001 Liberty Avenue, Pittsburgh, PA 15222.
- (8) The address of First Union Securities, Inc./BK Trading is 8739 Research Drive, Charlotte, NC 28262.
- (9) The address of Goldman Sachs and Company is 180 Maiden Lane, 8th Floor, New York, New York 10038.
- (10) The address of Hamilton Partners Limited is 415 Madison Avenue, 19th Floor, New York, New York 10017.
- (11) The address of Highbridge International LLC is 767 5th Ave., 23rd Floor, New York, New York 10153.
- (12) The address of JMG Triton Offshore Partners, L.P. is 1999 Avenue of the Stars, Suite 2530, Los Angeles, CA 90067.
- (13) The address of J.P. Morgan Securities Inc. is 1500 Stanton-Christiana Road, Newark, DE 19713.
- (14) The address of Lehman Brothers Inc. is 3 World Financial Center, 6th Floor, New York, New York 10285.
- (15) The address of Lydian Overseas Partners Master Fund is c/o Lydian Asset Management L.P., 101 East 52nd Street, 36th Floor, New York, New York 10022.
- (16) The address of Merrill Lynch Investment Managers -- Quantitative Advisers is Two World Financial Center, 16th Floor, New York, New York 10281.
- (17) The address of Morgan Stanley & Co. is 1585 Broadway, New York, New York 10036.
- (18) The address of RAM Trading Ltd. is 650 Warrentville Road, Suite 408,

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- Lisle, IL 60532.
- (19) The address of SAM Investments LDC is 650 Warrenville Road, Suite 408, Lisle, IL 60532.
 - (20) The address of Teachers Insurance and Annuity Association is 730 Third Avenue, New York, New York 10017.
 - (21) The address of Tribeca Investments LLC is 399 Park Avenue, New York, New York 10043.
 - (22) The address of UBS AG, London Branch is 100 Liverpool Street, London EC 2M.
 - (23) The address of Van Kampen Harbor Fund is c/o Van Kampen Asset Management, Inc., 2800 Post Oak Blvd., Houston, Texas 77056.
 - (24) The address of Wilmington Trust Company is c/o Banc of America Securities LLC, 9 West 57th Street, 29th Floor, New York, New York 10019.

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- (25) Does not include 112,044 shares of common stock held by affiliates of Allstate Insurance Company.
- (26) Does not include 301,555 shares of common stock held by affiliates of Allstate Life Insurance Company.
- (27) Does not include 2,402,740 shares of common stock held by affiliates of Van Kampen Harbor Fund.
- (28) Does not include 2,358,117 shares of common stock held by affiliates of Van Kampen Utility Fund.
- (29) Information concerning other selling holders of debentures or underlying common stock will be set forth in prospectus supplements from time to time, if required.
- (30) Assumes that any other holders of debentures, or any future transferees, pledgees, donees or successors of or from any such other holders of debentures do not beneficially own any common stock other than the common stock issuable upon conversion of the debentures at the initial conversion rate.

None of the selling security holders named above has, within the past three years, held any position, office or other material relationship with us or any of our predecessors or affiliates, except as noted above.

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