

XCEL ENERGY INC
Form 8-K
February 19, 2003

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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):

February 14, 2003

Xcel Energy Inc.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction of incorporation)

001-03034

(Commission File Number)

41-0448030

(IRS Employer Identification No.)

800 Nicollet Mall, Suite 3000
Minneapolis, Minnesota

(Address of principal executive offices)

55402

(Zip Code)

Registrant's telephone number, including area code:

(612) 330-5500

(Former name or former address, if changed since last report)

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Item 5. Other Events

On February 14, 2003, Xcel Energy Inc. filed, in accordance with a Registration Rights Agreement dated November 21, 2002 between Xcel Energy Inc. and the initial purchasers party thereto (the Registration Rights Agreement), a Registration Statement on Form S-1 (the Registration Statement), with the Securities and Exchange Commission with respect to the registration for sale by certain selling security shareholders named therein under the Securities Act of 1933, as amended (the Act) of \$230,000,000 aggregate principal amount of the Xcel Energy's 7 1/2% Convertible Senior Notes due 2007 (the Notes), the shares of Common Stock of the Company, par value \$2.50 per share (the Common Stock), issuable upon conversion of the Notes, and rights to purchase Common Stock pursuant to a stockholder protection rights agreement that trades with each share of Common Stock (the Rights). The Notes were issued pursuant to an indenture, dated November 21, 2002 (the Indenture), by and between the Company and Wells Fargo Minnesota, National Association, as trustee. For more information with respect to the initial issuance of the Notes please refer to our Current Report on Form 8-K filed on November 21, 2002. Excerpts from the Registration Statement containing certain updated information regarding Xcel Energy are attached as Exhibit 99.01.

Item 7. Financial Statements and Exhibits

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.01	Registration Statement Excerpts

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SIGNATURES

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.

Xcel Energy Inc.
(a Minnesota Corporation)

By: /s/ Richard C. Kelly

Richard C. Kelly
Vice President and Chief Financial
Officer

Dated: February 19, 2003