

InfraREIT, Inc.  
Form 10-Q/A  
November 13, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number: 001-36822

InfraREIT, Inc.

(Exact name of Registrant as specified in its charter)

Maryland  
(State or Other Jurisdiction of

75-2952822  
(I.R.S. Employer

Incorporation or Organization)

Identification Number)  
75201

1900 North Akard Street

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Dallas, Texas 75201

(Address of Principal Executive Offices) (Zip Code)

(214) 855-6700

(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of October 29, 2018, 43,962,167 shares of common stock were issued and outstanding.

EXPLANATORY NOTE

InfraREIT, Inc. (the Company) is filing this Amendment No. 1 on Form 10-Q/A (Amended Filing) to amend its Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2018 filed with the U.S. Securities and Exchange Commission (SEC) on November 1, 2018 (Original Filing). This Amended Filing is being filed solely to include the consolidated financial statements of Sharyland Utilities, L.P. (Sharyland), the Company's sole tenant, in Item 6 of Part II. Because the Company's assets are leased to Sharyland under triple-net leases that transfer substantially all operating costs to Sharyland, financial information about Sharyland may be relevant to investors. Sharyland's financial statements were provided to the Company by Sharyland, and the Company did not participate in their preparation or review.

Item 6 of Part II is the only portion of the Original Filing being amended by this Amended Filing. Accordingly, except as described above and specifically noted in the exhibit list below, this Amended Filing does not otherwise update any exhibits as originally filed and does not, and does not purport to, update or restate the information in any other Item of the Original Filing or otherwise reflect events that occurred after the filing date of the Original Filing.

PART II. OTHER INFORMATION

Item 6. Exhibits

Exhibit Number	Description
2.1*	<del><u>Agreement and Plan of Merger, dated as of October 18, 2018, among Oncor Electric Delivery Company LLC, 1912 Merger Sub LLC, Oncor T&amp;D Partners, LP, InfraREIT, Inc. and InfraREIT Partners, LP (filed as exhibit 2.1 to the Company's Current Report on Form 8-K dated October 18, 2018 and filed October 18, 2018 and incorporated herein by reference).</u></del>
2.2*	<del><u>Agreement and Plan of Merger, dated as of October 18, 2018, among Sharyland Utilities, L.P., Sharyland Distribution &amp; Transmission Services, L.L.C., and Oncor Electric Delivery Company LLC (filed as exhibit 2.2 to the Company's Current Report on Form 8-K dated October 18, 2018 and filed October 18, 2018 and incorporated herein by reference).</u></del>
3.1	<del><u>Articles of Restatement of the Registrant (filed as exhibit 3.3 to the Company's Current Report on Form 8-K dated March 9, 2015 and filed March 10, 2015 and incorporated herein by reference).</u></del>
3.2	<del><u>Amended and Restated Bylaws of the Registrant (filed as exhibit 3.5 to Amendment No. 1 to the Company's Registration Statement on Form S-11 filed December 31, 2014 and incorporated herein by reference).</u></del>
10.1	<del><u>Omnibus Termination Agreement, dated as of October 18, 2018, among InfraREIT, Inc., InfraREIT Partners, LP, Sharyland Distribution &amp; Transmission Services, L.L.C., Hunt Consolidated, Inc., Hunt Transmission Services, L.L.C., Electricity Participant Partnership, L.L.C., Hunt Utility Services, LLC and Sharyland Utilities, L.P. (filed as exhibit 10.1 to the Company's Current Report on Form 8-K dated October 18, 2018 and filed October 18, 2018 and incorporated herein by reference).</u></del>

- 31.1\*\* ~~—Rule 13A-14(a)/15d-14(a) Certification of Chief Executive Officer~~
- 31.2\*\* ~~—Rule 13A-14(a)/15d-14(a) Certification of Chief Financial Officer~~
- 31.3\*\*\* ~~—Rule 13A-14(a)/15d-14(a) Certification of Chief Executive Officer~~
- 31.4\*\*\* ~~—Rule 13A-14(a)/15d-14(a) Certification of Chief Financial Officer~~
- 32.1\*\* ~~—Section 1350 Certification of Chief Executive Officer~~
- 32.2\*\* ~~—Section 1350 Certification of Chief Financial Officer~~
- 32.3\*\*\* ~~—Section 1350 Certification of Chief Executive Officer~~
- 32.4\*\*\* ~~—Section 1350 Certification of Chief Financial Officer~~
- 99.1\*\*\* ~~—Consolidated Financial Statements of Sharyland Utilities, L.P.~~
- 99.2\*\*\* ~~—Supplemental Financial Information of Sharyland Utilities, L.P.~~
- 101.INS\*\* ~~—XBRL Instance Document~~
- 101.SCH\*\* ~~—XBRL Taxonomy Extension Schema Document~~

2

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Exhibit Number	Description
101.CAL**	—XBRL Taxonomy Extension Calculation Linkbase Document
101.DEF**	—XBRL Taxonomy Extension Definition Linkbase Document
101.LAB**	—XBRL Taxonomy Extension Labels Linkbase Document
101.PRE**	—XBRL Taxonomy Extension Presentation Linkbase Document

\* Pursuant to Item 601(b)(2) of Regulation S-K, the registrant agrees to furnish supplementally a copy of any omitted exhibit or schedule to the SEC upon request.

\*\* Incorporated by reference to the corresponding exhibit to the Original Filing.

\*\*\* Filed or furnished with this Amended Filing.

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 thereunto duly authorized.

InfraREIT, Inc.  
(Registrant)

/s/ Brant Meleski

Date: November 13, 2018 Brant Meleski  
Senior Vice President and Chief Financial Officer