

ENTERGY CORP /DE/
Form POSASR
February 03, 2015

Registration Nos. 333-190911, 333-190911-01, 333-190911-02, 333-190911-03,
333-190911-04, 333-190911-05, 333-190911-06, 333-190911-07

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Registrant, State of Incorporation or Organization,
Address of Principal Executive Offices, Telephone
Number, and IRS Employer Identification No.

ENTERGY CORPORATION

(a Delaware corporation)

639 Loyola Avenue
New Orleans, Louisiana 70113
Telephone (504) 576-4000
72-1229752

ENTERGY ARKANSAS, INC.

(an Arkansas corporation)

425 West Capitol Avenue
Little Rock, Arkansas 72201
Telephone (501) 377-4000
71-0005900

ENTERGY GULF STATES LOUISIANA, L.L.C.

(a Louisiana limited liability company)

446 North Boulevard
Baton Rouge, Louisiana 70802
Telephone (800) 368-3749
74-0662730

ENTERGY LOUISIANA, LLC

(a Texas limited liability company)

446 North Boulevard
Baton Rouge, Louisiana 70802
Telephone (800) 368-3749
75-3206126

Registrant, State of Incorporation or Organization,
Address of Principal Executive Offices, Telephone
Number, and IRS Employer Identification No.

ENTERGY MISSISSIPPI, INC.

(a Mississippi corporation)

308 East Pearl Street
Jackson, Mississippi 39201
Telephone (601) 368-5000
64-0205830

ENTERGY NEW ORLEANS, INC.

(a Louisiana corporation)

1600 Perdido Street
New Orleans, Louisiana 70112
Telephone (504) 670-3700
72-0273040

ENTERGY TEXAS, INC.

(a Texas corporation)

350 Pine Street
Beaumont, Texas 77701
Telephone (409) 981-2000
61-1435798

SYSTEM ENERGY RESOURCES, INC.

(an Arkansas corporation)

Echelon One
1340 Echelon Parkway
Jackson, Mississippi 39213
Telephone (601) 368-5000
72-0752777

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MARK G. OTTS, ESQ.

Assistant General Counsel--Corporate
and Securities

Entergy Services, Inc.

639 Loyola Avenue

New Orleans, Louisiana 70113

(504) 576-5228

ALYSON M. MOUNT

Senior Vice President and Chief

Accounting Officer

Entergy Corporation

639 Loyola Avenue

New Orleans, Louisiana 70113

(504) 576-5035

JOHN T. HOOD, ESQ.

Partner

Morgan, Lewis & Bockius LLP

101 Park Avenue

New York, New York 10178

(212) 309-6281

(Names, addresses, including zip codes, and telephone numbers, including area codes, of agents for service)

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of the Registration Statement as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. [X]

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. []

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

| | Large Accelerated Filer | Accelerated Filer | Non-Accelerated Filer | Smaller Reporting Company |
|---------------------------------------|-------------------------------|----------------------|-----------------------|---------------------------------|
| Entergy Corporation | X | | | |
| Entergy Arkansas, Inc. | | | X | |
| Entergy Gulf States Louisiana, L.L.C. | | | X | |
| Entergy Louisiana, LLC | | | X | |
| Entergy Mississippi, Inc. | | | X | |
| Entergy New Orleans, Inc. | | | X | |
| Entergy Texas, Inc. | | | X | |
| System Energy Resources, Inc. | | | X | |

EXPLANATORY NOTE

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) to the Registration Statement on Form S-3 (File Nos. 333-190911, 333-190911-01, 333-190911-02, 333-190911-03, 333-190911-04, 333-190911-05, 333-190911-06, 333-190911-07) (the “Registration Statement”) initially filed on August 30, 2013 by Entergy Corporation, a Delaware corporation (“Entergy”), Entergy Arkansas, Inc., an Arkansas corporation and a wholly-owned subsidiary of Entergy (“EAI”), Entergy Gulf States Louisiana, L.L.C., a Louisiana limited liability company and a wholly-owned subsidiary of Entergy (“EGSL”), Entergy Louisiana, LLC, a Texas limited liability company and a majority-owned subsidiary of Entergy (“ELL”), Entergy Mississippi, Inc., a Mississippi corporation and a wholly-owned subsidiary of Entergy (“EMI”), Entergy New Orleans, Inc., a Louisiana corporation and a wholly-owned subsidiary of Entergy (“ENOI”), Entergy Texas, Inc., a Texas corporation and a wholly-owned subsidiary of Entergy (“ETI”), and System Energy Resources, Inc., an Arkansas corporation and a wholly-owned subsidiary of Entergy (“SERI”), and immediately declared effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act of 1933, is being filed solely to deregister the unsold first mortgage bonds of EGSL.

Pursuant to the Registration Statement, EGSL registered an unspecified aggregate initial offering of its first mortgage bonds. EGSL’s offerings pursuant to the Registration Statement have been terminated. In accordance with an undertaking made by EGSL in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remained unsold at the termination of the offering, EGSL hereby removes from registration any of its first mortgage bonds registered under the Registration Statement that remain unsold under the Registration Statement as of the filing date of this Post-Effective Amendment.

This Post-Effective Amendment is separately filed by Entergy, EAI, EGSL, ELL, EMI, ENOI, ETI and SERI on a combined basis. As to each registrant, the Registration Statement consists solely of the prospectus of such registrant (including the documents incorporated therein by reference) other than EGSL, which is deregistering its unsold mortgage bonds, and the information set forth in Part II of the Registration Statement that is applicable to such registrant. No registrant makes any representation as to the information relating to the other registrants, except to the extent that such information is included in the portion of the Registration Statement relating to such registrant.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

ENTERGY CORPORATION

By: _____/s/ Steven C. McNeal_____

Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------------------------|--|------------------|
| _____*_____ Leo P. Denault | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| _____*_____ Andrew S. Marsh | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 3, 2015 |
| _____*_____ Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 3, 2015 |
| _____*_____ Maureen S. Bateman | Director | February 3, 2015 |

| | | |
|---|----------|------------------|
| <u> *</u> Kirkland H. Donald | Director | February 3, 2015 |
| <u> *</u> Gary W. Edwards | Director | February 3, 2015 |
| <u> *</u> Alexis M. Herman | Director | February 3, 2015 |
| <u> *</u> Donald C. Hintz | Director | February 3, 2015 |
| <u> *</u> Stuart L. Levenick | Director | February 3, 2015 |
| <u> *</u> Blanche L. Lincoln | Director | February 3, 2015 |
| <u> *</u> Stewart C. Myers | Director | February 3, 2015 |
| <u> *</u> W.J. "Billy" Tauzin | Director | February 3, 2015 |
| <u> *</u> Steven V. Wilkinson | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Arkansas, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

ENTERGY ARKANSAS, INC.

/s/ Steven C. McNeal

By: _____

Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|------------------|
| _____*_____ Hugh T. McDonald | Chairman of the Board, President, and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| _____*_____ Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer and acting Principal Financial Officer) | February 3, 2015 |
| _____*_____ Theodore H. Bunting, Jr. | Director | February 3, 2015 |
| _____*_____ Andrew S. Marsh | Director | February 3, 2015 |
| _____*_____ Mark T. Savoff | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Gulf States Louisiana, L.L.C. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

ENTERGY GULF STATES LOUISIANA, L.L.C.

/s/ Steven C. McNeal

By: _____

Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|---|------------------|
| _____*_____ Phillip R. May, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| _____*_____ Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer and acting Principal Financial Officer) | February 3, 2015 |
| _____*_____ Theodore H. Bunting, Jr. | Director | February 3, 2015 |
| _____*_____ Andrew S. Marsh | Director | February 3, 2015 |
| _____*_____ Mark T. Savoff | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Louisiana, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

ENTERGY LOUISIANA, LLC

By: /s/ Steven C. McNeal

Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|---|--|------------------|
| _____*_____ Phillip R. May, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| _____*_____ Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer and acting Principal Financial Officer) | February 3, 2015 |
| _____*_____ Theodore H. Bunting, Jr. | Director | February 3, 2015 |
| _____*_____ Andrew S. Marsh | Director | February 3, 2015 |
| _____*_____ Mark T. Savoff | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy New Orleans, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

ENTERGY NEW ORLEANS, INC.

By: /s/ Steven C. McNeal

Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| <u> * </u> Charles L. Rice, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| <u> * </u> Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer and acting Principal Financial Officer) | February 3, 2015 |
| <u> * </u> Theodore H. Bunting, Jr. | Director | February 3, 2015 |
| <u> * </u> Mark T. Savoff | Director | February 3, 2015 |
| <u> * </u> Andrew S. Marsh | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Texas, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

ENTERGY TEXAS, INC.

By: /s/ Steven C. McNeal

 Steven C. McNeal
 Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|------------------|
| <u> * </u> Sallie T. Rainer | Chair of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| <u> * </u> Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer and acting Principal Financial Officer) | February 3, 2015 |
| <u> * </u> Theodore H. Bunting, Jr. | Director | February 3, 2015 |
| <u> * </u> Andrew S. Marsh | Director | February 3, 2015 |
| <u> * </u> Mark T. Savoff | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
 Steven C. McNeal
 Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, System Energy Resources, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 3, 2015.

SYSTEM ENERGY RESOURCES, INC.

By: /s/ Steven C. McNeal

 Steven C. McNeal
 Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|------------------|
| <u> *</u> Jeffrey S. Forbes | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 3, 2015 |
| <u> *</u> Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 3, 2015 |
| <u> *</u> Andrew S. Marsh | Director and Executive Vice President (Principal Financial Officer) | February 3, 2015 |
| <u> *</u> Theodore H. Bunting, Jr. | Director | February 3, 2015 |
| <u>/s/ Steven C. McNeal</u> Steven C. McNeal | Director | February 3, 2015 |

* By: /s/ Steven C. McNeal
 Steven C. McNeal
 Attorney-in-Fact