

CENTERPOINT ENERGY INC
Form 8-K
August 14, 2018

UNITED STATES
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): August 14, 2018

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction

of incorporation)

1-31447
(Commission

File Number)

74-0694415
(IRS Employer

Identification No.)

1111 Louisiana

Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 207-1111

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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.

Item 8.01 Other Events.

On April 21, 2018, CenterPoint Energy, Inc. (the Company) entered into an Agreement and Plan of Merger (the Merger Agreement), by and among the Company, Vectren Corporation, an Indiana corporation (Vectren), and Pacer Merger Sub, Inc., an Indiana corporation and wholly owned subsidiary of the Company (Merger Sub). Pursuant to the Merger Agreement, on and subject to the terms and conditions set forth therein, Merger Sub will merge with and into Vectren (the Merger), with Vectren continuing as the surviving corporation in the Merger and becoming a wholly owned subsidiary of the Company. The Company expects to complete the Merger in the first quarter of 2019.

This Current Report on Form 8-K is being filed to provide consolidated financial statements of Vectren and pro forma condensed combined financial information relating to the Merger, each of which are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated financial statements and related financial statement schedule of Vectren as of December 31, 2017 and 2016, and for the years ended December 31, 2017, 2016 and 2015, and the related Report of Independent Registered Public Accounting Firm, included in Vectren s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission on February 21, 2018, are attached hereto as Exhibit 99.1.

The unaudited consolidated financial statements of Vectren as of June 30, 2018 and 2017, and for the three-month and six-month periods ended June 30, 2018 and 2017 included in Vectren s Quarterly Report on Form 10-Q for the quarter ended June 30, 2018, filed with the Securities and Exchange Commission on August 2, 2018, are attached hereto as Exhibit 99.2.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined financial information relating to the Merger is attached hereto as Exhibit 99.3.

The exhibits listed below are filed herewith.

(d) Exhibits.

**EXHIBIT
NUMBER**

EXHIBIT DESCRIPTION

12.1	<u>Computation of Ratios of Earnings to Fixed Charges and Ratios of Earnings to Combined Fixed Charges and Preferred Stock Dividends.</u>
23.1	<u>Consent of Deloitte & Touche LLP.</u>
99.1	<u>Audited consolidated financial statements and related financial statement schedule of Vectren Corporation as of December 31, 2017 and 2016, and for the years ended December 31, 2017, 2016 and 2015 and the related Report of Independent Registered Public Accounting Firm.</u>
99.2	

Unaudited condensed consolidated financial statements of Vectren Corporation as of June 30, 2018 and 2017, and for the three-month and six-month periods ended June 30, 2018 and 2017.

99.3

Unaudited pro forma condensed combined financial information relating to the Merger.

SIGNATURE

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.

CENTERPOINT ENERGY, INC.

Date: August 14, 2018

By: /s/ Kristie L. Colvin
Kristie L. Colvin
Senior Vice President and Chief
Accounting Officer