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CENTERPOINT ENERGY INC
Form 8-K
December 06, 2002

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): December 5, 2002

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Texas | 1-31447 | 74-0694415 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 1111 Louisiana Houston, Texas | 77002 |
| (Address of principal executive offices) | (Zip Code) |

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

ITEM 5. OTHER EVENTS.

On December 5, 2002, CenterPoint Energy, Inc. announced that its Board of Directors had declared a distribution of approximately 19 percent of the 80,000,000 outstanding shares of common stock of its wholly owned subsidiary, Texas Genco Holdings, Inc., to CenterPoint Energy's common shareholders on a pro rata basis. The distribution is expected to be made on January 6, 2003 to each shareholder of record of CenterPoint Energy common stock as of the close of business on December 20, 2002, the record date for the distribution (unless a shareholder disposes of its right to receive Texas Genco shares prior to the distribution date). The distribution will be taxable to CenterPoint Energy's shareholders. CenterPoint Energy expects that record holders will receive approximately one share of Texas Genco common stock for every 20 shares of CenterPoint Energy common stock owned as of the close of business on the record date (based on an expected distribution ratio of approximately .05 of a share of Texas Genco common stock for each share of CenterPoint Energy common stock).

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Cash payments for fractional shares will be made following the distribution. The actual distribution ratio will be determined on the record date based on the number of shares of CenterPoint Energy common stock then outstanding. Payment of the distribution is conditional upon the Securities and Exchange Commission declaring Texas Genco's Form 10 registration statement relating to its common stock effective under the Securities Exchange Act of 1934. After the distribution, Texas Genco's common stock will be listed on The New York Stock Exchange under the symbol "TGN." Following the distribution, it is expected that Texas Genco will establish a dividend policy under which it will pay an initial quarterly cash dividend of \$0.25 per share. CenterPoint Energy will mail an information statement in mid-December to all of its shareholders of record that will include information about the distribution, Texas Genco and its business and operations. A copy of CenterPoint Energy's press release announcing the distribution is furnished with this Current Report as Exhibit 99.1.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits.

The following exhibit is filed herewith:

99.1 Press Release Issued by CenterPoint Energy on December 5, 2002

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: December 5, 2002

By: /s/ James S. Brian

James S. Brian
Senior Vice President
and Chief Accounting Officer

EXHIBIT INDEX

| EXHIBIT NUMBER ----- | EXHIBIT DESCRIPTION ----- |
|----------------------------|--|
| 99.1 | Press Release Issued by CenterPoint Energy on December 5, 2002 |