

SOUTHWEST GAS CORP  
Form 8-K  
December 07, 2010

**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) December 7, 2010

**SOUTHWEST GAS CORPORATION**

(Exact name of registrant as specified in its charter)

**California**  
(State or other jurisdiction of  
incorporation or organization)

**1-7850**  
(Commission  
File Number)

**88-0085720**  
(I.R.S. Employer  
Identification No.)

Edgar Filing: SOUTHWEST GAS CORP - Form 8-K

**5241 Spring Mountain Road**

**Post Office Box 98510**

**Las Vegas, Nevada**  
(Address of principal executive offices)

**89193-8510**  
(Zip Code)

**Registrant's telephone number, including area code: (702) 876-7237**

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:

- 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))

**Item 8.01. Other Information.**

On December 7, 2010, Southwest Gas Corporation (the Company) issued a press release announcing that it has priced a public offering of \$125 million aggregate principal amount of its 4.45% Senior Notes due 2020 (the Notes). The Notes were offered pursuant to a Prospectus Supplement dated December 7, 2010 to the Prospectus dated December 23, 2008, filed as part of the Registration Statement on Form S-3 (File No. 333-156420) that became effective when filed with the Securities and Exchange Commission on December 23, 2008.

In connection with the offering of the Notes, the Company entered into an Underwriting Agreement, dated December 7, 2010, with U.S. Bancorp Investments, Inc. and KeyBanc Capital Markets Inc., as representatives of the underwriters named therein (the Underwriting Agreement). In addition, the Company entered into a base Indenture with respect to the Notes with The Bank of New York Mellon Trust Company, N.A., as Trustee (the Base Indenture).

The Underwriting Agreement and the Base Indenture are attached hereto as Exhibit 1.1 and Exhibit 4.1, respectively, and are incorporated herein by reference. The Company's press release is furnished as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 7, 2010, by and among Southwest Gas Corporation and U.S. Bancorp Investments, Inc. and KeyBanc Capital Markets Inc. as representatives of the underwriters named therein.
4.1	Indenture, dated as of December 7, 2010, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee.
99.1	Press release, dated December 7, 2010, announcing the pricing of the public offering of the Notes.

**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.

SOUTHWEST GAS CORPORATION

Date: December 7, 2010

*/s/* GREGORY J. PETERSON  
**Gregory J. Peterson**  
**Vice President/Controller and**  
  
**Chief Accounting Officer**

**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
1.1	Underwriting Agreement, dated December 7, 2010, by and among Southwest Gas Corporation and U.S. Bancorp Investments, Inc. and KeyBanc Capital Markets Inc. as representatives of the underwriters named therein.
4.1	Indenture, dated as of December 7, 2010, by and between Southwest Gas Corporation and The Bank of New York Mellon Trust Company, N.A., as Trustee.
99.1	Press release, dated December 7, 2010, announcing the pricing of the public offering of the Notes.