

NORTHEAST UTILITIES  
Form 8-K  
March 28, 2012

**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): March 22, 2012

**NORTHEAST UTILITIES**

(Exact name of registrant as specified in its charter)

Massachusetts  
(State or other jurisdiction

of organization)

001-5324  
(Commission

File Number)

04-2147929  
(I.R.S. Employer

Identification No.)

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**One Federal Street, Building 111-4**

**Springfield, Massachusetts**  
(Address of principal executive offices)

**Registrant's telephone number, including area code: (860) 665-5000**

**01105**  
(Zip Code)

**Not Applicable**

(Former name or former address, if changed since last report.)

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))

**Section 2 Financial Information**

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement or a Registrant**

On March 22, 2012, Northeast Utilities ( NU ) issued \$300,000,000 aggregate principal amount of its Floating Rate Senior Notes, Series D, Due 2013 (the Notes ) pursuant to an Underwriting Agreement dated March 19, 2012 among NU, and Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the several underwriters named therein. The Notes are NU s senior unsecured obligations and were issued under a Fourth Supplemental Indenture, dated as of March 15, 2012, between NU and The Bank of New York Mellon Trust Company, N.A., supplementing the Indenture between NU and The Bank of New York Mellon Trust Company, N.A. (as successor trustee), dated as of April 1, 2002. Interest on the Notes will accrue at the floating interest rate of LIBOR plus 0.75% and will be paid quarterly in arrears on March 20, June 20, September 20 and December 20 of each year, beginning on June 20, 2012, and at maturity. The Notes will mature on September 20, 2013, and will not be subject to redemption prior to maturity.

**Section 9 Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

Exhibit No.	Description
1	Underwriting Agreement dated March 19, 2012 among Northeast Utilities and the Underwriters named therein.
4.1	Fourth Supplemental Indenture establishing the terms of the Notes, dated March 15, 2012, between Northeast Utilities and The Bank of New York Mellon Trust Company, N.A., as Trustee
4.2	Form of Floating Rate Senior Notes, Series D, Due 2013 (included as <u>Exhibit A</u> to the Supplemental Indenture filed herewith as Exhibit 4.1)
5	Legal opinion of Jeffrey C. Miller, Esq. relating to the validity of the Notes (includes consent) [The remainder of this page left blank intentionally.]

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORTHEAST UTILITIES**  
(Registrant)

March 28, 2012

By: /s/ DAVID R. MCHALE  
David R. McHale  
Executive Vice President and  
Chief Financial Officer