

Spectra Energy Corp.  
Form 8-K  
February 28, 2013

**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):**

**February 28, 2013 (February 25, 2013)**

**SPECTRA ENERGY CORP**

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

**5400 Westheimer Court, Houston, Texas**  
(Address of principal executive offices)

**77056**  
(Zip Code)

**Registrant's telephone number, including area code 713-627-5400**

(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 25, 2013, Spectra Energy Capital, LLC ( Spectra Capital ), a wholly owned subsidiary of Spectra Energy Corp, a Delaware corporation, ( Spectra Energy ), and Spectra Energy entered into an underwriting agreement with Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBS Securities Inc. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein (the Underwriters ), pursuant to which Spectra Capital agreed to issue and sell to the Underwriters \$650,000,000 aggregate principal amount of Spectra Capital s 3.30% Senior Notes due 2023 (the Notes ) to be fully and unconditionally guaranteed on a senior unsecured basis by Spectra Energy. The issuance and sale of the Notes to the Underwriters closed on February 28, 2013.

The disclosure in this Item 1.01 is qualified in its entirety by the provisions of the underwriting agreement, which is attached hereto as Exhibit 1.1. Such exhibit is incorporated herein by reference.

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

On February 28, 2013, Spectra Capital completed a public offering of the Notes, which were issued under the Indenture dated as of April 1, 1998, between Spectra Capital, as issuer, and The Bank of New York Mellon Trust Company, N.A. (successor to JPMorgan Chase Bank, N.A. (formerly known as The Chase Manhattan Bank)), a national banking association, as trustee (the Trustee ), as amended from time to time, including by the Sixteenth Supplemental Indenture, dated as of February 28, 2013, among Spectra Capital, Spectra Energy and the Trustee (the Supplemental Indenture ). In connection with the issuance and sale of the Notes, Spectra Energy is filing a legal opinion regarding the validity of the Notes as Exhibit 5.1 to this Form 8-K for the purpose of incorporating the opinion into Spectra Energy s Registration Statement No. 333-166446.

The disclosure in this Item 2.03 is qualified in its entirety by the provisions of the Supplemental Indenture, which is attached hereto as Exhibit 4.1. Such exhibit is incorporated herein by reference.

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

- (d) Exhibits
  - 1.1 Underwriting Agreement, dated as of February 25, 2013, among Spectra Capital, Spectra Energy, Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBS Securities Inc. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein, in connection with Spectra Capital s issuance and sale of \$650,000,000 aggregate principal amount of 3.30% Senior Notes due 2023.
  - 4.1 Sixteenth Supplemental Indenture, dated as of February 28, 2013, among Spectra Capital, Spectra Energy and the Trustee.
  - 5.1 Opinion regarding validity of the Notes.
  - 23.1 Consent (included as part of Exhibit 5.1).

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.

SPECTRA ENERGY CORP

/s/ Guy G. Buckley  
Guy G. Buckley  
Treasurer

Date: February 28, 2013

EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Exhibit</b>
1.1	Underwriting Agreement, dated as of February 25, 2013, among Spectra Capital, Spectra Energy, Morgan Stanley & Co. LLC, Deutsche Bank Securities Inc., RBS Securities Inc. and SunTrust Robinson Humphrey, Inc., as representatives of the several underwriters named therein, in connection with Spectra Capital's issuance and sale of \$650,000,000 aggregate principal amount of 3.30% Senior Notes due 2023.
4.1	Sixteenth Supplemental Indenture, dated as of February 28, 2013, between Spectra Capital, Spectra Energy and the Trustee.
5.1	Opinion regarding validity of the Notes.
23.1	Consent (included as part of Exhibit 5.1).