

PACIFIC GAS & ELECTRIC Co  
Form 8-K  
December 01, 2016

**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: December 1, 2016**

**(Date of earliest event reported)**

<b>Commission</b>		<b>State or Other Jurisdiction</b>	
<b>File</b>	<b>Exact Name of Registrant</b>	<b>of Incorporation or</b>	<b>IRS Employer</b>
<b>Number</b>	<b>as specified in its charter</b>	<b>Organization</b>	<b>Identification</b>
<b>1-12609</b>	<b>PG&amp;E CORPORATION</b>	<b>California</b>	<b>94-3234914</b>
<b>1-2348</b>	<b>PACIFIC GAS AND ELECTRIC COMPANY</b>	<b>California</b>	<b>94-0742640</b>
	<b>77 Beale Street</b>	<b>77 Beale Street</b>	
	<b>P.O. Box 770000</b>	<b>P.O. Box 770000</b>	
	<b>San Francisco, California 94177</b>	<b>San Francisco, California 94177</b>	

**(Address of principal executive offices) (Zip Code)**

**(Address of principal executive offices) (Zip Code)**

**(415) 973-1000**

**(415) 973-7000**

**(Registrant's telephone number, including area code)**

**(Registrant's telephone number, including area code)**

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 8.01. Other Events**

On December 1, 2016, Pacific Gas and Electric Company completed the sale of (i) \$250,000,000 aggregate principal amount of Floating Rate Senior Notes due November 30, 2017 and (ii) \$400,000,000 aggregate principal amount of 4.00% Senior Notes due December 1, 2046. For further information concerning the notes, refer to the exhibits attached to this report.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 28, 2016, in connection with the offering of \$250,000,000 aggregate principal amount of Pacific Gas and Electric Company's Floating Rate Senior Notes due November 30, 2017 and \$400,000,000 aggregate principal amount of its 4.00% Senior Notes due December 1, 2046.
4.1	Twenty-Eighth Supplemental Indenture, dated as of December 1, 2016, relating to the issuances by Pacific Gas and Electric Company of \$250,000,000 aggregate principal amount of Floating Rate Senior Notes due November 30, 2017 and \$400,000,000 aggregate principal amount of 4.00% Senior Notes due December 1, 2046.
4.2	Specimen of Floating Rate Senior Notes due November 30, 2017 (included as Exhibit A to Twenty-Eighth Supplemental Indenture filed as Exhibit 4.1).
4.3	Specimen of 4.00% Senior Notes due December 1, 2046 (included as Exhibit B to Twenty-Eighth Supplemental Indenture filed as Exhibit 4.1).
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes.
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**PG&E CORPORATION**

By: /s/ David S. Thomason  
David S. Thomason  
Vice President and Controller

Dated: December 1, 2016

**PACIFIC GAS AND ELECTRIC COMPANY**

By: /s/ David S. Thomason  
David S. Thomason  
Vice President, Chief Financial Officer and  
Controller

Dated: December 1, 2016

EXHIBIT INDEX

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated November 28, 2016, in connection with the offering of \$250,000,000 aggregate principal amount of Pacific Gas and Electric Company's Floating Rate Senior Notes due November 30, 2017 and \$400,000,000 aggregate principal amount of its 4.00% Senior Notes due December 1, 2046.
4.1	Twenty-Eighth Supplemental Indenture, dated as of December 1, 2016, relating to the issuances by Pacific Gas and Electric Company of \$250,000,000 aggregate principal amount of Floating Rate Senior Notes due November 30, 2017 and \$400,000,000 aggregate principal amount of 4.00% Senior Notes due December 1, 2046.
4.2	Specimen of Floating Rate Senior Notes due November 30, 2017 (included as Exhibit A to Twenty-Eighth Supplemental Indenture filed as Exhibit 4.1).
4.3	Specimen of 4.00% Senior Notes due December 1, 2046 (included as Exhibit B to Twenty-Eighth Supplemental Indenture filed as Exhibit 4.1).
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes.
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1).