

TC PIPELINES LP  
Form 8-K  
March 13, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**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 10, 2015**

**TC PipeLines, LP**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35358**  
(Commission File  
Number)

**52-2135448**  
(IRS Employer  
Identification No.)

**700 Louisiana Street, Suite 700**  
**Houston, Texas**  
(Address of principal executive offices)

**77002-2761**  
(Zip Code)

Registrant's telephone number, including area code (877) **290-2772**

## Edgar Filing: TC PIPELINES LP - Form 8-K

### **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:

- ☐ 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))
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**Item 1.01** **Entry into a Material Definitive Agreement**

On March 10, 2015, TC PipeLines, LP (the Partnership) and TC PipeLines GP, Inc. entered into an underwriting agreement (the Underwriting Agreement) with SunTrust Robinson Humphrey, Inc. and RBS Securities Inc., as representatives for the several underwriters, relating to the sale of \$350,000,000 aggregate principal amount of the Partnership's 4.375% Senior Notes due 2025.

The Underwriting Agreement contains customary representations, warranties and agreements of the Partnership and certain affiliates, and customary conditions to closing, indemnification rights, obligations of the parties and termination provisions. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1, and is incorporated herein by reference.

**Item 8.01** **Other Events.**

On March 13, 2015, the Partnership completed its sale of \$350,000,000 aggregate principal amount of its 4.375% Senior Notes due 2025. For further information concerning the notes, refer to the exhibits attached to this report.

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

(d) Exhibits

**Exhibit No.**

- |      |   |
|------|---|
| 1.1  | Underwriting Agreement, dated March 10, 2015 in connection with the offering of \$350,000,000 aggregate principal amount of 4.375% Senior Notes due 2025.       |
| 4.1  | Second Supplemental Indenture, dated as of March 13, 2015 relating to the issuance of \$350,000,000 aggregate principal amount of 4.375% Senior Notes due 2025. |
| 4.2  | Specimen of 4.375% Senior Notes due 2025 (included as Exhibit A to the 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 registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**TC PipeLines, LP**

By: TC PipeLines GP, Inc.,  
its general partner

Dated: March 13, 2015

By: /s/ Jon A. Dobson  
Jon A. Dobson  
Secretary

**EXHIBIT INDEX**

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