

EVERSOURCE ENERGY

Form 424B5

October 03, 2017

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Filed pursuant to Rule 424(b)(5)

Reg. No. 333-211062

The registrant is updating the "Calculation of Registration Fee" table set forth in the Registration Statement on Form S-3 (Registration No. 333-211062) to indicate the \$903,586,500 aggregate offering price of securities offered hereby and the registration fee of \$112,496.52, calculated in accordance with Rule 457(r), which amount has been transmitted to the Securities and Exchange Commission in connection with the registration of the securities offered by means of this prospectus supplement.

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PROSPECTUS SUPPLEMENT

(To Prospectus Dated May 2, 2016)

\$900,000,000

\$450,000,000 Senior Notes, Series K, Due 2022

\$450,000,000 Senior Notes, Series L, Due 2024

This is a public offering by Eversource Energy of \$450,000,000 of Senior Notes, Series K, Due 2022 (the "2022 Notes"), and \$450,000,000 of Senior Notes, Series L, Due 2024 (the "2024 Notes").

On March 10, 2017, we issued \$300,000,000 of Senior Notes, Series K, Due 2022 (the "Existing 2022 Notes"). The 2022 Notes offered hereby will be part of the same series of notes issued under the Eversource Energy indenture as the Existing 2022 Notes. The 2022 Notes offered hereby will have the same CUSIP number as and will be fungible with the Existing 2022 Notes. Upon the issuance of the 2022 Notes offered hereby, the aggregate principal amount of outstanding 2022 Notes will be \$750,000,000.

The 2022 Notes will bear interest at the rate of 2.75% per year. We will pay interest on the 2022 Notes semi-annually in arrears on March 15 and September 15 of each year, beginning for the 2022 Notes offered hereby on March 15, 2018 and ending on the maturity date. Interest on the 2022 Notes offered hereby will accrue from September 15, 2017, the most recent date on which interest has been paid on the Existing 2022 Notes. The 2022 Notes will mature on March 15, 2022. The 2024 Notes will bear interest at the rate of 2.90% per year. We will pay interest on the 2024 Notes semi-annually in arrears on April 1 and October 1 of each year, beginning on April 1, 2018 and ending on the maturity date. The 2024 Notes will mature on October 1, 2024. We may redeem some or all of the 2022 Notes and the 2024 Notes at our option in the manner and at the applicable redemption prices described under "Description of the Notes Optional Redemption" beginning on page S-14 of this prospectus supplement. The 2022 Notes and 2024 Notes are not entitled to the benefit of any sinking fund.

The 2022 Notes are, and the 2024 Notes will be, unsecured and unsubordinated obligations, and the Notes will rank equally in right of payment with all of our other unsecured and unsubordinated indebtedness from time to time outstanding.

The 2024 Notes are new issues of securities with no established trading market. The Notes will not be listed on any securities exchange or on any automated dealer quotation system.

Investing in the 2022 Notes and 2024 Notes involves risks. See "Risk Factors" on page S-8 of this prospectus supplement.

	Per 2022 Note	Total	Per 2024 Note	Total
Public offering price	101.023% \$	454,603,500(1)	99.774% \$	448,983,000(2)
Underwriting discount	0.600% \$	2,700,000	0.625% \$	2,812,500
Proceeds, before expenses, to us	100.423% \$	451,903,500	99.149% \$	446,170,500

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- (1) Plus accrued interest on the 2022 Notes offered hereby from September 15, 2017 to the date of delivery (totaling \$687,500.00 if the date of delivery is October 5, 2017).
- (2) Plus accrued interest, if any, from the date of delivery.

The Securities and Exchange Commission and state securities regulators have not approved or disapproved these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the Notes to purchasers only in book-entry form through the facilities of The Depository Trust Company in New York, New York on or about October 5, 2017.

Global Coordinators

Barclays

BofA Merrill Lynch

MUFG

Joint Book-Running Managers

**Goldman Sachs &
Co. LLC
(2022 Notes)**

**J.P.
Morgan
(2022
Notes)**

**PNC Capital
Markets LLC
(2022 Notes)**

**US
Bancorp
(2022
Notes)**

**Citigroup
(2024
Notes)**

**Mizuho
Securities
(2024 Notes)**

**TD Securities
(2024 Notes)**

**Wells Fargo
Securities
(2024 Notes)**

Co-Managers

Ramirez & Co., Inc.

The Williams Capital Group, L.P.

The date of this prospectus supplement is October 2, 2017.

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No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus supplement or the accompanying prospectus. This prospectus supplement and the accompanying prospectus are an offer to sell only the Notes offered hereby, but only under circumstances and in jurisdictions where it is lawful to do so. The information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus is current only as of their respective dates. Our business, financial condition, results of operations and prospects may have changed since those dates.

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Prospectus

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ABOUT THIS PROSPECTUS SUPPLEMENT

This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the Notes and also adds to and updates information contained in the accompanying prospectus and the documents relating to us incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part is the accompanying prospectus, which contains a general description of our unsecured senior notes (the "Senior Notes") of which each of the 2022 Notes and the 2024 Notes is a series. To the extent there is a conflict between the information contained or incorporated by reference in this prospectus supplement, on the one hand, and the information contained in the accompanying prospectus, on the other hand, the information contained or incorporated by reference in this prospectus supplement shall control.

This prospectus supplement and the accompanying prospectus are part of a registration statement that we filed jointly with four of our operating subsidiaries with the Securities and Exchange Commission (the "Commission") using a "shelf" registration process as a "well-known seasoned issuer." Under the shelf registration process, we may, from time to time, issue and sell to the public the securities described in the accompanying prospectus, including the Senior Notes, up to an indeterminate amount, of which this offering is a part. In this prospectus supplement, we provide you with specific information about the terms of the Notes and this offering.

In this prospectus supplement, "Eversource," "the Company," "we," "our," and "us" refer to Eversource Energy, unless the context otherwise requires.

In addition, in this prospectus supplement, references to the "Existing 2022 Notes" refer to the \$300,000,000 of Senior Notes, Series K, Due 2022, that we issued on March 10, 2017; references to the "2022 Notes offered hereby" refer to the Senior Notes, Series K, Due 2022, that we are offering pursuant to this prospectus supplement; and references to the "2022 Notes" refer to the Existing 2022 Notes and the 2022 Notes offered hereby.

Further, in this prospectus supplement, references to the "Notes offered hereby" refer to the 2022 Notes offered hereby and the 2024 Notes, together.

DOCUMENTS INCORPORATED BY REFERENCE

We are subject to the informational requirements of the Securities Exchange Act of 1934 (the "Exchange Act") and, therefore, we are required to file annual, quarterly and current reports, proxy statements and other information with the Commission. Our filings are available to the public on the Internet at the Commission's home page at <http://www.sec.gov>. You may also read and copy any document at the Commission's public reference room located at 100 F Street, N.E., Washington, D.C. 20549-1004. Call the Commission at 1-800-SEC-0330 for more information about the public reference room and how to request documents. You can find additional information about us at our website: <http://www.eversource.com>. The information on this website is not incorporated by reference or deemed to be a part of this prospectus supplement or the accompanying prospectus.

The Commission allows us to "incorporate by reference" the information we file with it, which means that we can disclose important information to you by referring you to those documents. Information incorporated by reference is considered to be part of this prospectus supplement and the accompanying prospectus. Later information that we file with the Commission will automatically update and supersede this information. We are only incorporating the information that relates to us. We incorporate by reference the documents listed below and any future filings we make with the Commission under Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, excluding, in each case, information deemed furnished and not filed, until we sell all of the Notes offered hereby:

Our Annual Report on Form 10-K for the year ended December 31, 2016;

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Our Current Reports on Form 8-K filed with the Commission on February 2, 2017, March 16, 2017, May 4, 2017 and June 2, 2017; and

Our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2017 and June 30, 2017.

We will provide to each person, including any beneficial owner of the Notes offered hereby to whom a copy of this prospectus supplement and the accompanying prospectus is delivered, a copy of any or all of the information that has been incorporated by reference in this prospectus supplement or the accompanying prospectus. We will deliver this information upon written or oral request and provide this information at no cost to the requester. You should direct your request to:

Emilie G. O'Neil
Assistant Treasurer, Corporate Finance and Cash Management
Eversource Energy
247 Station Drive
Westwood, MA 02090
(781) 441-8127

SAFE HARBOR STATEMENT UNDER THE PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995

We make statements in this prospectus supplement and the accompanying prospectus and in the documents we incorporate by reference that are statements concerning our expectations, beliefs, plans, objectives, goals, strategies, assumptions of future events, future financial performance or growth and other statements that are not historical facts. These statements are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. You can generally identify our forward-looking statements through the use of words or phrases such as "estimate," "expect," "anticipate," "intend," "plan," "project," "believe," "forecast," "should," "could" and other similar expressions. Forward-looking statements are based on the current expectations, estimates, assumptions or projections of management and are not guarantees of future performance. These expectations, estimates, assumptions or projections may vary materially from actual results. Accordingly, any such statements are qualified in their entirety by reference to, and are accompanied by, the following important factors that could cause our actual results to differ materially from those contained in our forward-looking statements, including, but not limited to:

cyber breaches, acts of war or terrorism, or grid disturbances,

actions or inaction by local, state and federal regulatory, public policy and taxing bodies,

changes in business conditions, which could include disruptive technology related to our current or future business model,

changes in economic conditions, including impact on interest rates, tax policies, and customer demand and payment ability,

fluctuations in weather patterns,

changes in laws, regulations or regulatory policy,

changes in levels or timing of capital expenditures,

disruptions in the capital markets or other events that make our access to necessary capital more difficult or costly,

developments in legal or public policy doctrines,

technological developments,

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changes in accounting standards and financial reporting regulations,

actions of rating agencies, and

other presently unknown or unforeseen factors.

Other risk factors are detailed in reports we file with the Commission and we encourage you to consult such disclosures.

All such factors are difficult to predict, contain uncertainties that may materially affect our actual results and are beyond our control. You should not place undue reliance on the forward-looking statements, each of which speaks only as of the date on which such statement is made, and, except as required by the federal securities laws, we undertake no obligation to update any forward-looking statement or statements to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time and it is not possible for us to predict all of such factors, nor can we assess the impact of each such factor on the business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. For more information, see "Risk Factors" on page S-8 of this prospectus supplement and in the corresponding sections in our Annual Report on Form 10-K for the year ended December 31, 2016.

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PROSPECTUS SUPPLEMENT SUMMARY

The information below is a summary of the more detailed information included elsewhere in or incorporated by reference in this prospectus supplement. You should read carefully the following summary in conjunction with the more detailed information contained in this prospectus supplement, including the accompanying prospectus, any free writing prospectus we have authorized and the information incorporated by reference. This summary is not complete and does not contain all of the information you should consider before purchasing the Notes. You should carefully read the "Risk Factors" section on page S-8 of this prospectus supplement and the sections of our Annual Report on Form 10-K for the year ended December 31, 2016 to determine whether an investment in the Notes is appropriate for you.

Eversource Energy

We are a Massachusetts business trust and voluntary association, headquartered in Boston, Massachusetts and Hartford, Connecticut, and a public utility holding company registered with the Federal Energy Regulatory Commission ("FERC") under the Public Utility Holding Company Act of 2005. We are engaged primarily in the energy delivery business through the following wholly-owned utility subsidiaries:

The Connecticut Light and Power Company ("CL&P"), a regulated electric utility that serves residential, commercial and industrial customers in parts of Connecticut;

NSTAR Electric Company ("NSTAR Electric"), a regulated electric utility that serves residential, commercial and industrial customers in parts of eastern Massachusetts and its wholly-owned subsidiary, Harbor Electric Energy Company (Harbor Electric), a regulated electric utility that serves its sole customer, the Massachusetts Water Resources Authority;

Public Service Company of New Hampshire ("PSNH"), a regulated electric utility that serves residential, commercial and industrial customers in parts of New Hampshire and owns generation assets used to serve customers;

Western Massachusetts Electric Company ("WMECO"), a regulated electric utility that serves residential, commercial and industrial customers in parts of western Massachusetts and owns solar generating assets;

NSTAR Gas Company ("NSTAR Gas"), a regulated natural gas utility that serves residential, commercial and industrial customers in parts of Massachusetts; and

Yankee Gas Services Company ("Yankee Gas"), a regulated natural gas utility that serves residential, commercial and industrial customers in parts of Connecticut.

Eversource Energy also owns certain unregulated businesses through its wholly-owned subsidiary, NU Enterprises, Inc., which is included in its Parent and other companies'