

EVERSOURCE ENERGY
Form 8-K
October 12, 2017

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): **October 12, 2017 (October 5, 2017)**

EVERSOURCE ENERGY

(Exact name of registrant as specified in its charter)

Massachusetts
(State or other jurisdiction)

001-05324
(Commission File Number)

04-2147929
(I.R.S. Employer)

of organization)

Identification No.)

300 Cadwell Drive

Springfield, Massachusetts
(Address of principal executive offices)

01104
(Zip Code)

Registrant's telephone number, including area code: **(800) 286-5000**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 2

Financial Information

Item 2.03.

Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

On October 5, 2017, Eversource Energy issued an additional \$450,000,000 aggregate principal amount of its Senior Notes, Series K, Due 2022 (the 2022 Notes) and \$450,000,000 aggregate principal amount of its Senior Notes, Series L, Due 2024 (the 2024 Notes).

Eversource Energy issued an additional \$450,000,000 aggregate principal amount of its 2022 Notes pursuant to an Underwriting Agreement, dated October 2, 2017, among Eversource Energy and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and MUFG Securities Americas Inc., as representatives of the several underwriters named therein. The additional 2022 Notes are part of the same series of debt securities issued by Eversource Energy on March 10, 2017. Following the closing of this offering, the aggregate principal amount of 2022 Notes outstanding totaled \$750,000,000. Interest on the 2022 Notes is payable semi-annually on March 15 and September 15 of each year, beginning March 15, 2018 for the additional 2022 Notes, at the rate of 2.75% per year. The 2022 Notes will mature on March 15, 2022.

Eversource Energy also issued \$450,000,000 aggregate principal amount of its 2024 Notes pursuant to a separate Underwriting Agreement, dated October 2, 2017, among Eversource Energy and Barclays Capital Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated and MUFG Securities Americas Inc., as representatives of the several underwriters named therein. Interest on the 2024 Notes is payable semi-annually on April 1 and October 1 of each year, beginning April 1, 2018, at the rate of 2.90% per year. The 2024 Notes will mature on October 1, 2024.

The additional 2022 Notes and the 2024 Notes are Eversource Energy's unsecured obligations and were issued under the Ninth Supplemental Indenture, dated as of October 1, 2017, between Eversource Energy and The Bank of New York Mellon Trust Company, N.A. (the Ninth Supplemental Indenture), supplementing the Indenture between Eversource Energy and The Bank of New York Mellon Trust Company, N.A. (as successor trustee), dated as of April 1, 2002. A copy of the Ninth Supplemental Indenture is filed herewith as Exhibit 4.1. The terms of the 2022 Notes, and the form thereof, were set forth in the Eighth Supplemental Indenture, dated as of March 1, 2017, which was filed as Exhibit 4.1 to Eversource Energy's Current Report on Form 8-K filed on March 16, 2017. The terms of the 2024 Notes, and the form thereof, were set forth in the Ninth Supplemental Indenture.

Section 9

Financial Statements and Exhibits

Item 9.01.

Financial Statements and Exhibits

(d)

Exhibits

Exhibit No.	Description
1.1	Underwriting Agreement, dated October 2, 2017, among Eversource Energy and the Underwriters named therein for the purchase of the additional 2022 Notes.
1.2	Underwriting Agreement, dated October 2, 2017, among Eversource Energy and the Underwriters named therein for the purchase of the 2024 Notes
4.1	Ninth Supplemental Indenture establishing the terms of the 2024 Notes, dated October 1, 2017, between Eversource Energy and The Bank of New York Mellon Trust Company, N.A., as Trustee
4.2	Form of 2024 Notes (included as <u>Exhibit A</u> to the Ninth Supplemental Indenture filed herewith as Exhibit 4.1)
4.3	<u>Eighth Supplemental Indenture establishing the terms of the 2022 Notes, dated March 1, 2017, between Eversource Energy and The Bank of New York Mellon Trust Company, N.A., as Trustee, incorporated by reference to Exhibit 4.1 to the Current Report on Form 8-K filed by Eversource Energy with the Commission on March 16, 2017, File No. 001-05324</u>
4.4	Form of 2022 Notes (included as <u>Exhibit A</u> to the Eighth Supplemental Indenture filed herewith as Exhibit 4.3)
5	Legal opinion of Richard J. Morrison, Esq. relating to the validity of the additional 2022 Notes and the 2024 Notes (includes consent)

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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.

EVERSOURCE ENERGY

(Registrant)

October 12, 2017

By:

/s/ EMILIE G. O NEIL

Emilie G. O Neil

Assistant Treasurer, Corporate

Finance and Cash Management

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