

PG&E Corp
Form 8-K
November 27, 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: November 27, 2017

(Date of earliest event reported)

Commission	Exact Name of Registrant	State or Other Jurisdiction of	IRS Employer
File Number	as specified in its charter	Incorporation or Organization	Identification Number
1-12609	PG&E CORPORATION	California	94-3234914
1-2348	PACIFIC GAS AND ELECTRIC COMPANY	California	94-0742640

77 Beale Street

77 Beale Street

P.O. Box 770000

P.O. Box 770000

San Francisco, California 94177

San Francisco, California 94177

(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))

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

Emerging growth company

PG&E Corporation

Emerging growth company

Pacific Gas and Electric 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.

PG&E Corporation

Pacific Gas and Electric Company

Item 8.01 Other Events

On November 27, 2017, Pacific Gas and Electric Company (the Company), a California corporation and subsidiary of PG&E Corporation (Corp), and together with the Company, the Companies), priced the previously announced private offering pursuant to Rule 144A and Regulation S under the Securities Act of 1933, as amended (the Securities Act), of (i) \$500,000,000 aggregate principal amount of floating rate senior notes due 2018, which will bear interest at a per annum rate equal to three-month LIBOR for the applicable interest period plus 0.23% (23 basis points), at an issue price of 100.0% (the 2018 Floating Rate Senior Notes), (ii) \$1,150,000,000 aggregate principal amount of 3.30% senior notes due 2027 at an issue price of 99.704% (the 2027 Senior Notes) and (iii) \$850,000,000 aggregate principal amount of 3.95% senior notes due 2047 at an issue price of 99.564% (the 2047 Senior Notes and, together with the 2018 Floating Rate Senior Notes and the 2027 Senior Notes, the Notes).

The private offering of the Notes is expected to close on November 29, 2017, subject to the satisfaction of customary closing conditions. The Company expects to use the net proceeds from the offering to repay all of the \$700,000,000 outstanding principal amount of its 5.625% senior notes due November 30, 2017, all of the \$250,000,000 outstanding principal amount of its floating rate senior notes due November 30, 2017, all of the \$250,000,000 floating rate unsecured term loan maturing February 22, 2018 and a portion of the 8.25% senior notes due October 15, 2018, and the balance, if any, for general corporate purposes, which may include capital expenditures and the repayment of outstanding commercial paper.

The Notes have not been registered under the Securities Act or any state securities laws of any state of the United States, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act.

This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security. No offer, solicitation, or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful.

Cautionary Statement Concerning Forward-Looking Statements

This communication and the documents incorporated by reference herein may contain forward-looking statements, as defined in federal securities laws including the Private Securities Litigation Reform Act of 1995, which are based on our current expectations, estimates, forecasts and projections. Statements that are not historical facts, including statements about the beliefs, expectations and future plans and strategies of the Companies, are forward-looking statements. Actual results may differ materially from those expressed in any forward-looking statements. These statements, assumptions and forecasts are necessarily subject to various risks and uncertainties, the realization or resolution of which may be outside management's control. Actual results may differ materially.

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: November 27, 2017

PACIFIC GAS AND ELECTRIC COMPANY

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

Dated: November 27, 2017