

CENTERPOINT ENERGY INC
Form 8-K
June 18, 2008

**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): June 12, 2008**

CENTERPOINT ENERGY, INC.
(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction
of incorporation)

1-31447
(Commission File Number)

74-0694415
(IRS Employer
Identification No.)

**1111 Louisiana
Houston, Texas**
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: **(713) 207-1111**

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 3.02. Unregistered Sales of Equity Securities

In April 2008, CenterPoint Energy, Inc. (the Company) called for redemption all of its outstanding 3.75% Convertible Senior Notes due 2023 (the Old Notes) and 3.75% Convertible Senior Notes, Series B due 2023 (the New Notes and, together with the Old Notes, the Notes) at a redemption price of \$1,000 in cash plus accrued and unpaid interest, including contingent interest, to the redemption date of May 30, 2008, for each \$1,000 aggregate principal amount of the Notes. As of the date of the call for redemption, \$390.9 million aggregate principal amount of the Notes was outstanding, consisting of \$0.7 million aggregate principal amount of Old Notes and \$390.2 million aggregate principal amount of New Notes.

Substantially all of the Notes were submitted for conversion on or prior to May 30, 2008. Of the remaining amount, \$56,000 aggregate principal amount of Notes was redeemed and \$7,000 aggregate principal amount of Notes was purchased by the Company pursuant to the previously announced offer to purchase for cash any Notes tendered by holders before 12:00 Midnight, New York City time, on Wednesday, May 14, 2008, which offer was made pursuant to the indenture governing the Notes. Each \$1,000 principal amount of Old Notes was convertible into 90.7622 shares of the Company's common stock. Each \$1,000 principal amount of New Notes was convertible into \$1,000 in cash and a number of shares of the Company's common stock determined based on the trading price of the common stock over a ten-trading-day period following the later of the submission of the Notes for conversion and the date on which the holder satisfied the conversion requirements of the indenture governing the Notes.

Subsequent to April 25, 2008, the Company satisfied its conversion obligations with respect to the Notes by delivering to holders (i) total cash in an amount equal to approximately \$354 million and (ii) a total of 11,048,469 shares of the Company's common stock as described below:

| Securities | Conversion Notice | Settlement Date | Principal Amount of Notes | Number of Shares of Common Stock |
|------------|-------------------|-----------------|---------------------------|----------------------------------|
| | Date | of Conversion** | Converted | Issued |
| Converted* | | | | |
| New Notes | April 7, 2008 | April 29, 2008 | \$ 1,000 | 24 |
| New Notes | April 23, 2008 | May 15, 2008 | 2,000 | 49 |
| New Notes | April 28, 2008 | May 20, 2008 | 12,000 | 295 |
| Old Notes | May 21, 2008 | May 29, 2008 | 250,000 | 22,690 |
| Old Notes | May 30, 2008 | June 6, 2008 | 396,000 | 35,940 |
| New Notes | May 15, 2008 | June 9, 2008 | 500,000 | 15,094 |
| New Notes | May 16, 2008 | June 10, 2008 | 76,744,000 | 2,340,091 |
| New Notes | May 19, 2008 | June 11, 2008 | 10,378,000 | 319,970 |
| New Notes | May 20, 2008 | June 12, 2008 | 253,680,000 | 7,922,753 |
| New Notes | May 21, 2008 | June 13, 2008 | 700,000 | 21,943 |
| New Notes | May 22, 2008 | June 16, 2008 | 1,500,000 | 47,328 |
| New Notes | May 27, 2008 | June 18, 2008 | 10,242,000 | 322,292 |
| TOTAL | | | \$354,405,000 | 11,048,469 |

* Old Notes are settled entirely through the issuance of shares except for a payment of cash in lieu of

fractional shares. New Notes are settled through the issuance of shares and payment of cash in an amount equal to the principal amount of such New Notes and cash in lieu of fractional shares.

** Information regarding the Company's satisfaction of its conversion obligations with respect to the Notes on and prior to April 25, 2008 has been previously reported.

The shares of the Company's common stock were issued solely to former holders of the Notes upon conversion of the Notes pursuant to the exemption from registration provided under Section 3(a)(9) of the Securities Act of 1933, as amended. This exemption is available to the Company because the shares of the Company's common stock were exchanged by the Company with its existing security holders exclusively where no commission or other remunerations was paid or given directly or indirectly for soliciting such an exchange.

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.

CENTERPOINT ENERGY, INC.

Date: June 18, 2008

By: /s/ Walter L. Fitzgerald
Walter L. Fitzgerald
Senior Vice President and
Chief Accounting Officer