AES CORP
Form 8-K
April 30, 2012

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): April 30, 2012

THE AES CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE	**001-12291**	**54-11263725**
(State of Incorporation)	**(Commission File No.)**	**(IRS Employer Identification No.)**

4300 Wilson Boulevard, Suite 1100

Arlington, Virginia 22203

(Address of principal executive offices, including zip code)

Registrant s telephone number, including area code: (703) 522-1315

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))

Item 7.01 Regulation FD Disclosure

On April 30, 2012, The AES Corporation (AES or the Company) announced that Executive Vice-President and Chief Financial Officer Victoria D. Harker will be departing the Company.

In connection with the announcement, the Company has received inquiries about the Company s guidance, which was issued on February 27, 2012, in advance of its May 4, 2012 earnings call. In order to respond to these inquiries in compliance with Regulation FD, the Company is hereby announcing that it is re-affirming its previously issued guidance for all metrics (including Adjusted EPS and all cash flow metrics) except for U.S. GAAP diluted earnings per share from continuing operations (GAAP earnings). GAAP earnings is being updated to reflect the impact of certain non-cash impairments which occurred in the first quarter and which total approximately six cents, resulting in a new guidance range of $1.22 to $1.30.

The information set forth above is furnished pursuant to Item 7.01 and shall not be deemed filed for any purpose, including for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act regardless of any general incorporation language in such filing.

Safe Harbor Disclosure

This news release contains forward-looking statements within the meaning of the Securities Act of 1933 and of the Securities Exchange Act of 1934. Such forward-looking statements include, but are not limited to, those related to future earnings, growth and financial and operating performance. Forward-looking statements are not intended to be a guarantee of future results, but instead constitute AES current expectations based on reasonable assumptions. Forecasted financial information is based on certain material assumptions. These assumptions include, but are not limited to, our accurate projections of future interest rates, commodity price and foreign currency pricing, continued normal levels of operating performance and electricity volume at our distribution companies and operational performance at our generation businesses consistent with historical levels, as well as achievements of planned productivity improvements and incremental growth investments at normalized investment levels and rates of return consistent with prior experience.

Actual results could differ materially from those projected in our forward-looking statements due to risks, uncertainties and other factors. Important factors that could affect actual results are discussed in AES filings with the Securities and Exchange Commission, including, but not limited to, the risks discussed under Item 1A Risk Factors in AES 2011 Annual Report on Form 10-K. Readers are encouraged to read AES filings to learn more about the risk factors associated with AES business. AES undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

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 of the undersigned hereunto duly authorized.

THE AES CORPORATION

Date: April 30, 2012

By: /s/ Victoria D. Harker
Name: Victoria D. Harker
Title: Executive Vice President and Chief Financial Officer