

PACIFIC GAS & ELECTRIC Co
Form 8-K
March 04, 2013

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:

March 4, 2013

(Date of earliest event reported)

PG&E CORPORATION

(Exact Name of Registrant as specified in Charter)

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California
(State or other jurisdiction
of incorporation)

1-12609
(Commission
File Number)

94-3234914
(IRS Employer
Identification No.)

77 Beale Street, P. O. Box 770000,

San Francisco, California
(Address of principal executive offices)
415-267-7000

94177
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

PACIFIC GAS AND ELECTRIC COMPANY

(Exact Name of Registrant as specified in Charter)

California
(State or other jurisdiction
of incorporation)

1-2348
(Commission
File Number)

94-0742640
(IRS Employer
Identification No.)

77 Beale Street, P. O. Box 770000,

San Francisco, California
(Address of principal executive offices)
(415) 973-7000

94177
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(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):

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- .. 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

Since January 1, 2013, PG&E Corporation has made equity contributions totaling approximately \$300 million to its subsidiary, Pacific Gas and Electric Company (Utility), primarily from an equity contribution made on March 4, 2013 funded by proceeds from the offering described in Item 8.01 below, in order to maintain the Utility s capital structure as authorized by the California Public Utilities Commission (consisting of 52% common equity and 48% debt and preferred stock) and to ensure that the Utility has adequate capital to fund its capital expenditures.

Item 8.01. Other Events

On March 4, 2013, PG&E Corporation completed, pursuant to an Underwriting Agreement with Barclays Capital Inc., the sale of 7,200,000 shares of its common stock, no par value (the Shares). The Shares were registered under the Securities Act of 1933 pursuant to a registration statement on Form S-3 (File No. 333-172393) that was filed with the Securities and Exchange Commission on February 23, 2011.

Item 9.01. Financial Statements and Exhibits

Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 1.1 | Underwriting Agreement, dated February 27, 2013, between PG&E Corporation and Barclays Capital Inc. |
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the Shares |
| 23.1 | Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1) |

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

Dated: March 4, 2013

By: /s/ Linda Y.H. Cheng
Linda Y.H. Cheng
Vice President, Corporate Governance and
Corporate Secretary

PACIFIC GAS AND ELECTRIC COMPANY

Dated: March 4, 2013

By: /s/ Linda Y.H. Cheng
Linda Y.H. Cheng
Vice President, Corporate Governance and
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EXHIBIT INDEX

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