

ENTERGY MISSISSIPPI INC
Form 8-A12B
April 13, 2011

FORM 8-A

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Entergy Mississippi, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|--|--|---|
| Mississippi (State of incorporation or organization) | 1-31508 (Commission File Number) 308 East Pearl Street Jackson, Mississippi 39201 (601) 368-5000 (Address of principal executive offices, including zip code) | 64-0205830 (I.R.S. Employer Identification No.) |
|--|--|---|

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be so registered |
|--|---|
| First Mortgage Bonds, 6.0% Series due May 1, 2051 | New York Stock Exchange |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-169315-07
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

The Commission is respectfully requested to send copies of all notices, orders and communications to:

Mark G. Otts, Esq.
Entergy Services, Inc.
639 Loyola Avenue
New Orleans, Louisiana 70113
(504) 576-5228

Kimberly M. Reisler, Esq.
Morgan, Lewis & Bockius LLP
101 Park Avenue
New York, New York 10178-0060
(212) 309-6289

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the First Mortgage Bonds, 6.0% Series due May 1, 2051 (the "Bonds") of Entergy Mississippi, Inc. (the "Company"), a Mississippi corporation.

A description of the Bonds is contained in the Prospectus included in the Company's Post-Effective Amendment No. 2 to the Registration Statement on Form S-3, Registration Statement File No. 333-169315-07, which was filed as an automatic shelf registration statement and was effective upon its filing with the Securities and Exchange Commission on March 4, 2011, as supplemented by a Preliminary Prospectus Supplement dated April 11, 2011 and a Prospectus Supplement dated April 12, 2011, each relating to the Bonds and filed pursuant to Rule 424(b) under the Securities Act of 1933. Such description, as so supplemented, is incorporated herein by reference.

Item 2. Exhibits.

The Bonds described herein are to be listed on the New York Stock Exchange. Accordingly, the following exhibits required in accordance with Part II to the instructions as to exhibits to Form 8-A have been duly filed with the New York Stock Exchange.

| Exhibit | Description | Method of Filing |
|---------|--|---|
| 1* | Mortgage and Deed of Trust, dated as of February 1, 1988, between Entergy Mississippi, Inc. (successor to Mississippi Power & Light Company) and The Bank of New York Mellon, as successor Trustee, as amended (the "Mortgage"). | Exhibit 4(f)(1) to Entergy Mississippi, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2010 in File No. 1-31508. |
| 2* | Form of Supplemental Indenture for the creation of a series of Bonds under the Mortgage. | Exhibit 4.38 to Entergy Mississippi, Inc.'s Post-Effective Amendment No. 2 to the Registration Statement on Form S-3 in File No. 333-169315-07. |

* Previously filed as indicated and incorporated herein by reference.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: April 13, 2011

ENTERGY MISSISSIPPI, INC.

By: /s/ Steven C.

McNeal

Name: Steven C. McNeal

Title: Vice President and Treasurer