

LOUISVILLE GAS & ELECTRIC CO /KY/

Form 8-K

November 14, 2013

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

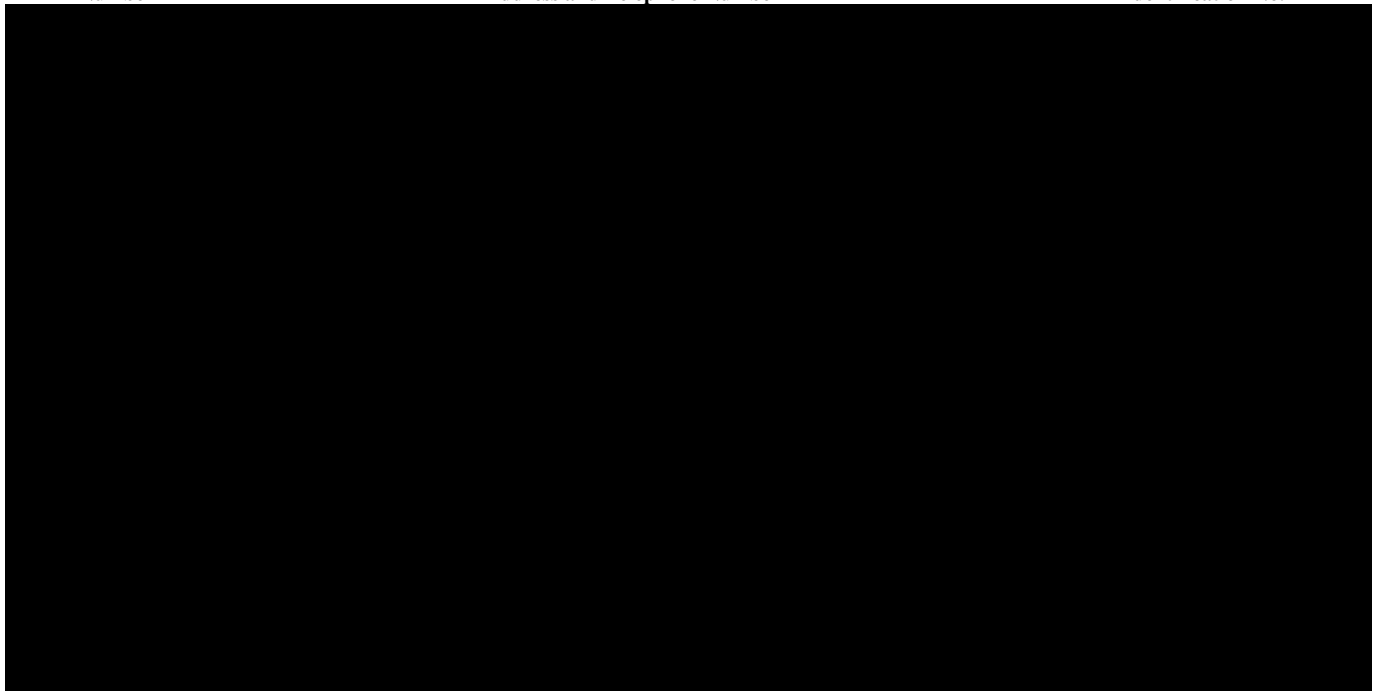
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 6, 2013**

**Commission File
Number**

**Registrant; State of Incorporation;
Address and Telephone Number**

**IRS Employer
Identification No.**





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))



Section 2 - Financial Information

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

and

Section 8 - Other Events

Item 8.01 Other Events

Louisville Gas and Electric Company

On November 6, 2013, Louisville Gas and Electric Company (LG&E) entered into an underwriting agreement (the LG&E Underwriting Agreement) with Citigroup Global Markets Inc., RBS Securities Inc., Sun Trust Robinson Humphrey, Inc. and U. S. Bancorp Investments, Inc., as representatives of the several underwriters, relating to the offering and sale by LG&E of \$250 million of 4.65% First Mortgage Bonds due 2043 (the LG&E Bonds).

The Bonds were issued on November 14, 2013, under LG&E s Indenture (the LG&E Indenture), dated as of October 1, 2010, to The Bank of New York Mellon, as trustee, as previously supplemented and as supplemented by Supplemental Indenture No. 3 thereto (the LG&E Supplemental Indenture), dated as of November 1, 2013 (collectively, the LG&E Indenture). The Bonds will be secured by the lien of the LG&E Indenture, which creates, subject to certain exceptions and exclusions, a lien on substantially all of LG&E s real and tangible personal property located in Kentucky and used or to be used in connection with the generation, transmission and distribution of electricity and the storage, transportation and distribution of natural gas, as described therein.

The Bonds are due November 15, 2043, subject to early redemption. LG&E will use the net proceeds from the sale of the Bonds for repayment of short term debt, including commercial paper, for capital expenditures and for other general corporate purposes.

The Bonds were offered and sold under LG&E s Registration Statement on Form S-3 on file with the Securities and Exchange Commission (Registration No. 333-180410-01).

A copy of the LG&E Underwriting Agreement is attached as Exhibit 1(a) to this report and incorporated herein by reference. The LG&E Supplemental Indenture and LG&E Officer s Certificate are filed with this report as Exhibits 4(a) and 4(c), respectively.

Kentucky Utilities Company

On November 6, 2013, Kentucky Utilities Company (KU) entered into an underwriting agreement (the KU Underwriting Agreement) with BNP Paribas Securities Corp., Citigroup Global Markets Inc., Goldman, Sachs & Co., and Mitsubishi UFJ Securities (USA), Inc., as representatives of the several underwriters, relating to the offering and sale by KU of \$250 million of 4.65% First Mortgage Bonds due 2043 (the KU Bonds).

The KU Bonds were issued on November 14, 2013, under KU s Indenture (the KU Indenture), dated as of October 1, 2010, to The Bank of New York Mellon, as trustee, as previously supplemented and as supplemented by Supplemental Indenture No. 3 thereto (the KU Supplemental Indenture), dated as of November 1, 2013

(collectively, the KU Indenture). The KU Bonds will be secured by the lien of the KU Indenture, which creates, subject to certain exceptions and exclusions, a lien on substantially all of KU s real and tangible personal property located in Kentucky and used or to be used in connection with the generation, transmission and distribution of electricity, as described therein.

The KU Bonds are due November 15, 2043, subject to early redemption. KU will use the net proceeds from the sale of the KU Bonds for repayment of short term debt, including commercial paper, for capital expenditures and for other general corporate purposes.

The KU Bonds were offered and sold under KU s Registration Statement on Form S-3 on file with the Securities and Exchange Commission (Registration No. 333-180410-02).

A copy of the KU Underwriting Agreement is attached as Exhibit 1(b) to this report and incorporated herein by reference. The KU Supplemental Indenture and KU Officer s Certificate are filed with this report as Exhibits 4(b) and 4(d), respectively.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(a) Exhibits

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| 1(a) | Underwriting Agreement, dated November 6, 2013, among Louisville Gas and Electric Company and Citigroup Global Markets Inc., RBS Securities Inc., Sun Trust Robinson Humphrey, Inc. and U. S. Bancorp Investments, Inc., as representatives of the several underwriters named therein. |
| 1(b) | Underwriting Agreement, dated November 6, 2013, among Kentucky Utilities Company and BNP Paribas Securities Corp., Citigroup Global Markets Inc., Goldman, Sachs & Co., and Mitsubishi UFJ Securities (USA), Inc., as representatives of the several underwriters named therein. |
| 4(a) | Supplemental Indenture No 3, dated as of November 1, 2013, of Louisville Gas and Electric Company to The Bank of New York Mellon, as Trustee. |
| 4(b) | Supplemental Indenture No. 3, dated as of November 1, 2013, of Kentucky Utilities Company to The Bank of New York Mellon, as Trustee. |
| 4(c) | LG&E Officer s Certificate, dated November 14, 2013, pursuant to Section 201 and 301 of the LG&E Indenture. |
| 4(d) | KU Officer s Certificate, dated November 14, 2013, pursuant to Section 201 and 301 of the KU Indenture. |
| 5(a) | Opinion of Dorothy E. O Brien, Vice President and Deputy General Counsel Legal and Environmental Affairs of Louisville Gas and Electric |

Company.

5(b)

Opinion of Dorothy E. O'Brien, Vice President and Deputy General
Counsel - Legal and Environmental Affairs of Kentucky Utilities Company

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- 5(c) Opinion of Pillsbury Winthrop Shaw Pittman LLP as to the LG&E Bonds.
- 5(d) Opinion of Pillsbury Winthrop Shaw Pittman LLP as to the KU Bonds.
- 5(e) Opinion of Stoll Keenon Ogden PLLC as to the KU Bonds.
- 23(a) Consent of Dorothy E. O'Brien, Vice President and Deputy General Counsel of Louisville Gas and Electric Company (included as part of Exhibit 5(a)).
- 23(b) Consent of Dorothy E. O'Brien, Vice President and Deputy General Counsel of Kentucky Utilities Company (included as part of Exhibit 5(b)).
- 23(c) Consent of Pillsbury Winthrop Shaw Pittman LLP (included as part of Exhibit 5(c)).
- 23(d) Consent of Pillsbury Winthrop Shaw Pittman LLP (included as part of Exhibit 5(d)).
- 23(e) Consent of Stoll Keenon Ogden PLLC (included as part of Exhibit 5(e)).

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.

PPL CORPORATION

By: */s/ Vincent Sorgi*
Vincent Sorgi
Vice President and Controller

LG&E AND KU ENERGY LLC

By: */s/ Kent W. Blake*
Kent W. Blake
Chief Financial Officer

LOUISVILLE GAS AND ELECTRIC COMPANY

By: */s/ Kent W. Blake*
Kent W. Blake
Chief Financial Officer

KENTUCKY UTILITIES COMPANY

By: */s/ Kent W. Blake*
Kent W. Blake
Chief Financial Officer

Dated: November 14, 2013