

UNISOURCE ENERGY CORP  
Form 8-K  
March 28, 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): March 27, 2012**

**Commission**    **Registrant; State of Incorporation;**  
**File Number**   **Address; and Telephone Number**  
1-13739         **UNISOURCE ENERGY CORPORATION**  
                    **(An Arizona Corporation)**  
                    **88 East Broadway Boulevard**  
                    **Tucson, AZ 85701**  
                    **(520) 571-4000**

**IRS Employer**  
**Identification**  
**Number**  
**86-0786732**

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:

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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**

On March 13, 2012, UniSource Energy Corporation (the Company) gave notice of a partial redemption of its outstanding 4.50% Convertible Senior Notes due 2035 (the Convertible Notes) by calling \$40 million of the \$115 million aggregate principal amount of outstanding Convertible Notes for redemption on March 28, 2012 at a redemption price of 100% of the principal amount thereof plus accrued interest. The Convertible Notes are convertible by the holders thereof into shares of the Company's Common Stock at a current conversion rate of 29.001 shares of Common Stock for each \$1,000 principal amount of Convertible Notes converted. Rather than having their interests redeemed, on or prior to March 27, 2012, holders of \$39,633,000 aggregate principal amount of the Convertible Notes selected for redemption converted their interests into 1,149,380 shares of the Company's Common Stock. The remaining \$367,000 aggregate principal amount of Convertible Notes selected for redemption was redeemed for cash on March 28, 2012.

Set forth below is a chart that shows the conversions:

Conversion Date	Principal Amount of Convertible Notes Converted	Number of Shares of Common Stock Issued
March 21, 2012	\$ 7,631,000	221,304
March 22, 2012	\$ 3,662,000	106,200
March 23, 2012	\$ 713,000	20,677
March 26, 2012	\$ 4,294,000	124,528
March 27, 2012	\$ 23,333,000	676,671
Total	\$ 39,633,000	1,149,380

The shares of the Company's Common Stock were issued solely to former holders of the Convertible Notes upon conversion 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 with no commission or other remunerations being paid or given for soliciting such an exchange.

**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 by the undersigned thereunto duly authorized.

Date: March 28, 2012

**UNISOURCE ENERGY CORPORATION**  
(Registrant)

/s/ Todd C. Hixon  
Vice President and General Counsel