

PACIFIC GAS & ELECTRIC Co
Form 8-K
August 16, 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: August 16, 2012

(Date of earliest event reported)

PG&E CORPORATION

(Exact Name of Registrant as specified in Charter)

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(State or other jurisdiction of incorporation) (Commission File Number) (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 8.01. Other Events

On August 16, 2012, Pacific Gas and Electric Company completed its sale of \$400,000,000 aggregate principal amount of its 2.45% Senior Notes due August 15, 2022 and \$350,000,000 aggregate principal amount of its 3.75% Senior Notes due August 15, 2042. For further information concerning the notes, refer to the exhibits attached to this report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated August 13, 2012 in connection with the offering of \$400,000,000 aggregate principal amount of Pacific Gas and Electric Company's 2.45% Senior Notes due August 15, 2022 and \$350,000,000 aggregate principal amount of Pacific Gas and Electric Company's 3.75% Senior Notes due August 15, 2042. |
| 4.1 | Eighteenth Supplemental Indenture dated as of August 16, 2012 relating to the issuance of \$400,000,000 aggregate principal amount of Pacific Gas and Electric Company's 2.45% Senior Notes due August 15, 2022 and \$350,000,000 aggregate principal amount of Pacific Gas and Electric Company's 3.75% Senior Notes due August 15, 2042. |
| 4.2 | Specimen of 2.45% Senior Notes due August 15, 2022 (included as Exhibit A to Eighteenth Supplemental Indenture filed as Exhibit 4.1). |
| 4.3 | Specimen of 3.75% Senior Notes due August 15, 2042 (included as Exhibit B to Eighteenth Supplemental Indenture filed as Exhibit 4.1). |
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes. |

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

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

Corporate Secretary

Dated: August 16, 2012

PACIFIC GAS AND ELECTRIC COMPANY

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

Corporate Secretary

Dated: August 16, 2012

EXHIBIT INDEX

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