

Duke Energy CORP
Form 8-K
November 19, 2015

**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 16, 2015**

Duke Energy Corporation

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-32853
(Commission File Number)

20-2777218
(IRS Employer
Identification No.)

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550 South Tryon Street, Charlotte, North Carolina 28202

(Address of Principal Executive Offices, including Zip Code)

(704) 382-3853

(Registrant's telephone number, including area code)

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

On November 19, 2015, Duke Energy Corporation (the Company) consummated the issuance and sale of the securities described below pursuant to an underwriting agreement, dated November 16, 2015 (the Underwriting Agreement), with J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and Scotia Capital (USA) Inc., as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell to the Underwriters \$400,000,000 aggregate principal amount of the Company's 3.75% Senior Notes due 2024 (the 2024 Notes) and \$600,000,000 aggregate principal amount of the Company's 4.80% Senior Notes due 2045 (the 2045 Notes and together with the 2024 Notes, the Securities). The Securities were sold to the Underwriters at discounts to their principal amounts. The Securities were issued pursuant to an Indenture, dated as of June 3, 2008 (the Indenture), by and between the Company and The Bank of New York Mellon Trust Company, N.A., as trustee (the Trustee), as amended and supplemented by various supplemental indentures thereto, including the Eleventh Supplemental Indenture, dated as of April 4, 2014, relating to the 2024 Notes (the Eleventh Supplemental Indenture) and the Twelfth Supplemental Indenture, dated as of November 19, 2015, relating to the 2045 Notes (the Twelfth Supplemental Indenture), each between the Company and the Trustee. The disclosure in this Item 8.01 is qualified in its entirety by the provisions of the Indenture, the Eleventh Supplemental Indenture, the Twelfth Supplemental Indenture, together with the forms of global notes evidencing the Securities are included therein, is filed as Exhibit 4.1 and Exhibit 4.2 hereto respectively, and the Underwriting Agreement, which is filed as Exhibit 99.1 hereto. Such exhibits are incorporated herein by reference. Also, in connection with the issuance and sale of the Securities, the Company is filing a legal opinion regarding the validity of the Securities as Exhibit 5.1 to this Form 8-K for the purpose of incorporating the opinion into the Company's Registration Statement No. 333-191462.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit | Description |
|--------------|---|
| Exhibit 4.1 | Eleventh Supplemental Indenture, dated as of April 4, 2014, to the indenture, dated as of June 3, 2008, between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee and Calculation Agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K filed on April 4, 2014, File No. 1-32853) |
| Exhibit 4.2 | Twelfth Supplemental Indenture, dated as of November 19, 2015, to the indenture, dated as of June 3, 2008, between the Company and The Bank of New York Mellon Trust Company, N.A., as Trustee |
| Exhibit 5.1 | Opinion regarding validity of the Securities |
| Exhibit 23.1 | Consent (included as part of Exhibit 5.1) |
| Exhibit 99.1 | Underwriting Agreement, dated November 16, 2015, among the Company and J.P. Morgan Securities LLC, Mitsubishi UFJ Securities (USA), Inc., Morgan Stanley & Co. LLC and Scotia Capital (USA) Inc., as representatives of the several underwriters named therein |

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

DUKE ENERGY CORPORATION

Date: November 19, 2015

| | | |
|-----|-------------------------|---------------------|
| By: | /s/ Robert T. Lucas III | |
| | Name: | Robert T. Lucas III |
| | Title: | Assistant Secretary |

EXHIBIT INDEX

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