

PUGET ENERGY INC /WA  
Form 8-K  
June 07, 2011

**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): June 3, 2011**

	Exact name of registrant as	
	specified in its charter, state of	
Commission	incorporation, address of principal	I.R.S. Employer
File Number	executive offices, telephone	Identification Number
1-16305	<b>PUGET ENERGY, INC.</b> A Washington Corporation	91-1969407

10885 - N.E. 4th Street, Suite 1200

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Bellevue, Washington 98004-5591

(425) 454-6363

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))

**Item 1.01 Entry into a Material Definitive Agreement.**  
**Supplemental Indenture**

On June 3, 2011, Puget Energy, Inc. (the Company) entered into a Second Supplemental Indenture (the Supplemental Indenture) to the Indenture dated as of December 6, 2010 (the Base Indenture and together with the Supplemental Indenture the Indenture), with Wells Fargo Bank, National Association, as trustee, pursuant to which the Company issued \$500 million principal amount of 6.000% senior secured notes due 2021 (the Notes). The Notes mature on September 1, 2021, and accrue interest at 6.000% per annum, payable semiannually in arrears on March 1 and September 1 of each year, commencing on September 1, 2011. The Notes are secured by substantially all of the Company's assets, which consists primarily of the equity interests it holds in its wholly owned subsidiary, Puget Sound Energy, Inc., and will rank *pari passu* in right of payment, to the extent of the value of the collateral securing the Notes, with all of the Company's existing and future senior secured indebtedness.

The Company may redeem the Notes at its option, in whole or in part, at any time at a redemption price equal to the greater of (i) 100% of the principal amount of the Notes redeemed and (ii) the sum of the present values of the remaining scheduled payments of principal and interest on the Notes being redeemed, discounted to the redemption date on a semiannual basis at the Treasury Rate plus 45 basis points. Upon the occurrence of a change of control repurchase event (as defined in the Indenture), each holder of Notes will have the right to require the Company to repurchase such holder's Notes, in whole or in part, at a purchase price equal to 101% of the principal amount thereof, plus any accrued and unpaid interest to the date of purchase.

The Indenture contains covenants limiting the Company's ability and the Company's subsidiaries' ability to create certain liens, enter into sale and lease-back transactions, and consolidate or merge with, or convey, transfer or lease all or substantially all the Company's assets to, another person. However, each of these covenants is subject to certain exceptions.

The Notes were offered within the United States only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended, and to non-U.S. purchasers under Regulation S under the Securities Act, in an offering exempt from the registration requirements of the Securities Act. Unless registered under the Securities Act, the Notes may not be offered or sold in the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities laws. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Notes in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

The foregoing description of the Notes and the Indenture is qualified in its entirety by reference to the Supplemental Indenture (including the form of Note attached thereto), a copy of which is filed as Exhibit 4.1 to this Report. The foregoing description of the Notes and the Indenture is also qualified in its entirety by reference to the Base Indenture, which is incorporated herein by reference.

**Registration Rights Agreement**

On June 3, 2011, in connection with the issuance of the Notes, the Company agreed, pursuant to a Registration Rights Agreement (the Registration Rights Agreement), among the Company and Barclays Capital Inc., RBS Securities Inc. and Wells Fargo Securities, LLC and each of the other initial purchasers named in Schedule A to the Purchase Agreement (the Initial Purchasers), to register the Notes under the Securities Act so as to allow holders of the Notes to exchange the Notes for the same principal amount of a new issue of notes (the Exchange Notes) with substantially identical terms, except that the Exchange Notes will generally be freely transferable under the Securities Act. If the Company fails to comply with these obligations on time (each a registration default), the Company will be required to pay additional interest at a rate of 0.25% per annum for the first 90-day period following a registration default and an additional 0.25% per annum for each subsequent 90-day period that such additional interest continues to accrue (provided that such rate may not exceed 1.00% per annum).

The foregoing description of the Registration Rights Agreement is qualified in its entirety by reference to the Registration Rights Agreement, a copy of which is filed as Exhibit 4.3 to this Report.

***Certain Relationships***

Certain Initial Purchasers and their affiliates have engaged in, and may in the future engage in, investment banking and other commercial dealings in the ordinary course of business with the Company or its affiliates, for which they have received, or may in the future receive, customary fees and commissions. Certain Initial Purchasers are also agents and/or lenders under the Company's senior secured credit facility and will receive customary fees related thereto. Affiliates of certain of these Initial Purchasers are also counterparties to hedges that the Company has entered into in relation to the credit facility. The Company intends to use a portion of the proceeds from this offering to repay a portion of the outstanding term loan under the senior secured credit facility, and possibly to unwind the associated hedges. Affiliates of certain Initial Purchasers hold a substantial portion of the term loan and are the principal counterparties to the associated hedges. Barclays Bank PLC, an affiliate of Barclays Capital Inc., serves as the Collateral Agent under our senior secured credit facility and as such, receives customary fees and commissions for such services.

In addition, affiliates of Macquarie Capital (USA) Inc., an Initial Purchaser, are members of the consortium that owns Puget Holdings LLC, the indirect parent of the Company. Any compensation to which Macquarie Capital (USA) Inc. is entitled in connection with this offering was determined through arm's length negotiations with the representatives of the Initial Purchasers.

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

The information included in Item 1.01 of this Report is incorporated by reference into this Item 2.03.

**Item 8.01 Other Events.**

***Purchase Agreement***

On May 31, 2011, the Company entered into a purchase agreement (the "Purchase Agreement") with the Initial Purchasers with respect to the initial purchase and sale of the Notes. The foregoing description of the Purchase Agreement is qualified in its entirety by reference to the Purchase Agreement, a copy of which is filed as Exhibit 99.1 to this Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit</b>	<b>Description</b>
4.1	Second Supplemental Indenture dated June 3, 2011 relating to Puget Energy's 6.000% Senior Secured Notes due 2021
4.2	Indenture dated December 6, 2010 between Puget Energy, Inc. and Wells Fargo Bank, National Association (incorporated herein by reference to Exhibit 4.1 to Puget Energy's Current Report on Form 8-K, filed December 7, 2010, Commission File No. 1-16305).
4.3	Registration Rights Agreement, dated as of June 3, 2011, among Puget Energy, Barclays Capital Inc., RBS Securities Inc. and Wells Fargo Securities, LLC, as representatives of the several initial purchasers party thereto
99.1	Purchase Agreement, dated as of May 31, 2011, among Puget Energy, Barclays Capital Inc., RBS Securities Inc. and Wells Fargo Securities, LLC, as representatives of the several initial purchasers party thereto

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

**PUGET ENERGY, INC.**

Dated: June 6, 2011

By: /s/ DONALD E. GAINES  
Name: Donald E. Gaines  
Title: Vice President Finance & Treasurer

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**EXHIBIT INDEX**

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