

AMEREN CORP
Form 8-K
June 23, 2016

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 23, 2016

| | Exact Name of Registrant as | |
|-------------------------------|------------------------------------|------------------------------|
| | Specified in Charter; | IRS Employer |
| Commission File Number | State of Incorporation; | Identification Number |
| 1-14756 | Ameren Corporation | 43-1723446 |
| | (Missouri Corporation) | |
| | 1901 Chouteau Avenue | |
| | St. Louis, Missouri 63103 | |

(314) 621-3222

1-2967

Union Electric Company

43-0559760

(Missouri Corporation)

1901 Chouteau Avenue

St. Louis, Missouri 63103

(314) 621-3222

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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 8.01 Other Events.

On June 23, 2016, Union Electric Company, doing business as Ameren Missouri (Ameren Missouri), a subsidiary of Ameren Corporation, issued and sold \$150 million aggregate principal amount of its 3.65% Senior Secured Notes due 2045 (the Notes), which Notes are a further issuance of the Senior Secured Notes due 2045 previously issued on April 6, 2015 in the aggregate principal amount of \$250 million. The Notes were issued pursuant to a Registration Statement on Form S-3 (File No. 333-205139-01), which became effective on June 22, 2015, and a Prospectus Supplement dated June 20, 2016, to a Prospectus dated June 22, 2015. Ameren Missouri received net offering proceeds of approximately \$147.9 million, before expenses, upon the closing of the transaction. Ameren Missouri used the net offering proceeds to repay outstanding short-term debt.

Ameren Missouri is filing this Current Report on Form 8-K to report as exhibits certain documents in connection with the offering of the Notes.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Title |
|----------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1 | Underwriting Agreement, dated June 20, 2016, between Ameren Missouri and the several underwriters named therein, for whom BNP Paribas Securities Corp., J.P. Morgan Securities LLC, RBC Capital Markets, LLC and Wells Fargo Securities, LLC are acting as representatives. |
| 4.1* | Indenture dated as of August 15, 2002, from Ameren Missouri to The Bank of New York Mellon, as trustee, relating to the Notes (Current Report on Form 8-K, Exhibit 4.1, File No. 1-2967). |
| 4.2* | Company Order establishing the 3.65% Senior Secured Notes due 2045 (Current Report on Form 8-K, Exhibit 4.2, File No. 1-2967). |
| 4.3 | Company Order requesting authentication of the Notes. |
| 4.4 | Global Note. |
| 4.5* | Indenture of Mortgage and Deed of Trust dated June 15, 1937, from Ameren Missouri to The Bank of New York Mellon, as trustee, as amended May 1, 1941, and Second Supplemental Indenture dated May 1, 1941 (Exhibit B-1, File No. 2-4940). |
| 4.6* | Supplemental Indenture, dated as of March 15, 2015, by and between Ameren Missouri and The Bank of New York Mellon, as trustee, relating to the First Mortgage Bonds, Senior Notes Series QQ, securing the 3.65% Senior Secured Notes due 2045 (Current Report on Form 8-K, Exhibit 4.5, File No. 1-2967). |
| 5.1 | Opinion of Gregory L. Nelson, Esq., Senior Vice President, General Counsel and Secretary of Ameren Missouri, regarding the legality of the Notes (including consent). |
| 5.2 | Opinion of Morgan, Lewis & Bockius LLP regarding the legality of the Notes (including consent). |

* Incorporated by reference as indicated.

This combined Form 8-K is being filed separately by Ameren Corporation and Union Electric Company (each a registrant). Information contained herein relating to any individual registrant has been filed by such registrant on its own behalf. No registrant makes any representation as to information relating to any other registrant.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

AMEREN CORPORATION
(Registrant)

By: /s/ Martin J. Lyons, Jr.
Name: Martin J. Lyons, Jr.
Title: Executive Vice President and Chief
Financial Officer

UNION ELECTRIC COMPANY
(Registrant)

By: /s/ Michael L. Moehn
Name: Michael L. Moehn
Title: Chairman and President

Date: June 23, 2016

Exhibit Index

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