

NEXTERA ENERGY INC
Form 8-A12B
August 26, 2016

FORM 8-A
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

NEXTERA ENERGY, INC.

(Exact name of registrant as specified in its charter)

700 Universe Boulevard

Juno Beach, Florida 33408

Florida
(State of incorporation)

(561) 694-4000
(Address of principal executive
offices, including zip code, and
phone number)

59-2449419
(I.R.S. Employer
Identification No.)

Securities to be registered pursuant to Section 12(b) of the Act:

| Title of each class to be so registered | Name of each exchange on which each class is to be registered |
|--|--|
|--|--|

Corporate Units

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file numbers to which this form relates: 333-205558, 333-205558-01 and 333-205558-02.

Securities to be registered pursuant to Section 12(g) of the Act: None

The Commission is respectfully requested to send copies of all notices, orders and communications to:

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Counsel
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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The class of securities to be registered hereby is Corporate Units (Corporate Units) of NextEra Energy, Inc., a Florida corporation (the Company), each consisting of (i) a purchase contract issued by the Company that obligates holders of such Corporate Units to purchase the Company's common stock, \$.01 par value, by no later than September 1, 2019, and (ii) initially a 5% undivided beneficial ownership interest in a Series I Debenture due September 1, 2021 (the Debentures) issued in the principal amount of \$1,000 by NextEra Energy Capital Holdings, Inc., a Florida corporation and a wholly-owned subsidiary of the Company (NEE Capital), which Debentures are absolutely, irrevocably and unconditionally guaranteed by the Company.

For a description of the Corporate Units, reference is made to (i) the Company's Prospectus Supplement dated August 2, 2016 and accompanying Prospectus dated July 8, 2015, and (ii) Registration Statement Nos. 333-205558, 333-205558-01 and 333-205558-02 (File No. 333-205558) on Form S-3 filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933, as amended, on July 8, 2015, by the Company, NEE Capital and Florida Power & Light Company, which description is incorporated herein by reference.

Item 2. Exhibits.

| Exhibit | Description |
|----------------|--|
| 1. | Purchase Contract Agreement, dated as of August 1, 2016, between NextEra Energy, Inc. and The Bank of New York Mellon, as purchase contract agent (incorporated herein by reference to Exhibit 4(a) to Form 8-K dated August 8, 2016, File No. 1-8841). |
| 2. | Pledge Agreement, dated as of August 1, 2016, between NextEra Energy, Inc., Deutsche Bank Trust Company Americas, as collateral agent, custodial agent and securities intermediary, and The Bank of New York Mellon, as purchase contract agent (incorporated herein by reference to Exhibit 4(b) to Form 8-K dated August 8, 2016, File No. 1-8841). |
| 3. | Form of Remarketing Agreement (incorporated herein by reference to Exhibit 1(h) to Form S-3, File No. 333-205558). |
| 4. | Form of Certificate of Corporate Units (incorporated herein by reference to Exhibit A to Exhibit 4(b) to Form 8-K dated August 8, 2016, File No. 1-8841). |
| 5. | Indenture (For Unsecured Debt Securities), dated as of June 1, 1999, between NextEra Energy Capital Holdings, Inc. and The Bank of New York Mellon, as Trustee, relating to NextEra Energy Capital Holdings, Inc.'s Unsecured Debt Securities (incorporated herein by reference to Exhibit 4(a) to Form 8-K dated July 16, 1999, File No. 1-8841). |
| 6. | First Supplemental Indenture to Indenture (For Unsecured Debt Securities) dated as of June 1, 1999, dated as of September 21, 2012, between NextEra Energy Capital Holdings, Inc. and The Bank of New York Mellon, as Trustee (incorporated herein by reference to Exhibit 4(e) to Form 10-Q for the quarter ended September 30, 2012, File No. 1-8841). |

7. Officer s Certificate of NextEra Energy Capital Holdings, Inc., dated August 8, 2016, creating the Series I Debentures due September 1, 2021, including form of Series I Debentures due September 1, 2021 (incorporated herein by reference to Exhibit 4(c) to Form 8-K dated August 8, 2016, File No. 1-8841).
8. Guarantee Agreement, dated as of June 1, 1999, between NextEra Energy, Inc. (as Guarantor) and The Bank of New York Mellon (as Guarantee Trustee) (filed as Exhibit 4(b) to Form 8-K dated July 16, 1999, File No. 1-8841).

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: August 26, 2016

NEXTERA ENERGY, INC.

By: /s/ W. Scott Seeley

Name: W. Scott Seeley

Title: Vice President, Compliance & Corporate Secretary