

PG&E Corp  
Form 8-K  
August 19, 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: August 19, 2016**

**(Date of earliest event reported)**

<b>Commission File Number</b>	<b>Exact Name of Registrant as specified in its charter</b>	<b>State or Other Jurisdiction of Incorporation or Organization</b>	<b>IRS Employer Identification Number</b>
<b>1-12609</b>	<b>PG&amp;E CORPORATION</b>	<b>California</b>	<b>94-3234914</b>
<b>1-2348</b>	<b>PACIFIC GAS AND ELECTRIC COMPANY</b>	<b>California</b>	<b>94-0742640</b>

**77 Beale Street**

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**P.O. Box 770000**

**P.O. Box 770000**

**San Francisco, California 94177**

**San Francisco, California 94177**

**(Address of principal executive offices) (Zip Code)**

**(Address of principal executive offices) (Zip Code)**

**(415) 973-1000**

**(415) 973-7000**

**(Registrant's telephone number, including area code)**

**(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 (see General Instruction A.2. below):

- .. 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 3.02 Unregistered Sales of Equity Securities**

On August 19, 2016, PG&E Corporation made an equity contribution of \$300 million to its subsidiary, Pacific Gas and Electric Company ( Utility ), which will use the funds for general corporate purposes. PG&E Corporation's equity contribution was funded by proceeds from the offering described in Item 8.01 below. For further information, see PG&E Corporation's and the Utility's joint Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

**Item 8.01. Other Events**

On August 19, 2016, PG&E Corporation completed, pursuant to an Underwriting Agreement with Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, the sale of 4,900,000 shares of its common stock, no par value (the Shares ). The Shares were registered under the Securities Act of 1933 pursuant to a registration statement on Form S-3 (File No. 333-193880) that was filed with the Securities and Exchange Commission on February 11, 2014.

**Item 9.01. Financial Statements and Exhibits**

Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated August 15, 2016, among PG&E Corporation, Morgan Stanley & Co. LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the Shares
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)

**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**

Dated: August 19, 2016

By: /s/ Jason P. Wells  
JASON P. WELLS

Senior Vice President and Chief Financial Officer

**PACIFIC GAS AND ELECTRIC COMPANY**

Dated: August 19, 2016

By: /s/ David S. Thomason  
DAVID S. THOMASON

Vice President, Chief Financial Officer and  
Controller

**EXHIBIT INDEX**

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