

PUBLIC SERVICE ENTERPRISE GROUP INC

Form 8-K

November 06, 2017

**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 2, 2017

PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED

(Exact name of registrant as specified in its charter)

New Jersey **001-09120** **22-2625848**
(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

80 Park Plaza

Newark, New Jersey 07102

(Address of principal executive offices) (Zip Code)

973-430-7000

(Registrant's telephone number, including area code)

<http://www.pseg.com>

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

[]

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. []

Item 8.01. Other Events

On November 6, 2017, Public Service Enterprise Group Incorporated (“PSEG”) completed a public offering of \$700.0 million aggregate principal amount of its 2.650% Senior Notes due 2022 (the “Notes”). The Notes were offered and sold by PSEG pursuant to a registration statement on Form S-3 (File No. 333-200352) (the “Registration Statement”) and the related Prospectus dated November 18, 2014 and Prospectus Supplement dated November 2, 2017. The Notes were issued pursuant to an underwriting agreement (the “Underwriting Agreement”), dated November 2, 2017, between PSEG and Barclays Capital Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the “Underwriters”). Pursuant to the Underwriting Agreement and subject to the terms and conditions expressed therein, PSEG agreed to sell the Notes to the Underwriters, and the Underwriters agreed to purchase the Notes for resale to the public. The Underwriting Agreement is filed as Exhibit 1 hereto. The Notes are governed by an indenture, dated as of November 1, 1998 (the “Indenture”), between PSEG and U.S. Bank National Association, as successor trustee. The Indenture and the form of Note are filed as Exhibits 4-1 and 4-2 hereto, respectively. The Underwriting Agreement, Indenture and the form of Note are incorporated by reference into the Registration Statement.

In connection with the offering of the Notes, PSEG is filing herewith as Exhibit 5 an opinion of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation, addressing the legality of the Notes. Such opinion is incorporated by reference into the Registration Statement.

Item 9.01. Financial Statements and Exhibits

Exhibit Underwriting Agreement, dated November 2, 2017, between PSEG and Barclays Capital Inc., J.P. Morgan
1 Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.

Exhibit Indenture dated as of November 1, 1998 between PSEG and U.S. Bank National Association (as successor to
4-1 First Union National Bank), as Trustee (incorporated by reference to Exhibit 4(f) to the Annual Report on
Form 10-K for the year ended December 31, 1998, File No. 001-09120).

Exhibit Form of Note.
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Exhibit Opinion of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation,
5 addressing the legality of the Notes.

Exhibit Consent of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation
23 (included in Exhibit 5).

SIGNATURE

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

**PUBLIC SERVICE ENTERPRISE GROUP
INCORPORATED**

(Registrant)

By: /s/ Stuart J. Black
Stuart J. Black

Vice President and Controller

(Principal Accounting Officer)

Date: November 6, 2017