

AMEREN CORP
Form 8-K
March 06, 2019

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): March 6, 2019

	Exact Name of Registrant as	
	Specified in Charter;	
Commission	State of Incorporation;	IRS Employer
File Number	Address and Telephone Number	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))

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

Ameren Corporation

Union Electric 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.

Ameren Corporation

Union Electric Company

ITEM 8.01 Other Events.

On March 6, 2019, Union Electric Company, doing business as Ameren Missouri (Ameren Missouri), a subsidiary of Ameren Corporation, issued and sold \$450 million principal amount of its 3.50% First Mortgage Bonds due 2029 (the Bonds). The Bonds were issued pursuant to a Registration Statement on Form S-3 (File No. 333-222108-02), which became effective on December 15, 2017, and a Prospectus Supplement dated March 4, 2019, to a Prospectus dated December 15, 2017. Ameren Missouri received net offering proceeds of approximately \$446.7 million, before expenses, upon closing of the transaction. Ameren Missouri intends to use the net offering proceeds to repay short-term debt, including short-term debt that Ameren Missouri incurred in connection with the repayment at maturity of \$329.3 million aggregate principal amount of its 6.70% senior secured notes due February 1, 2019.

This Current Report on Form 8-K is being filed to report as exhibits certain documents in connection with the offering of the Bonds.

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number

Title

- | | |
|------|---|
| 1.1 | <u>Underwriting Agreement, dated March 4, 2019, between Ameren Missouri and the several underwriters named therein, for whom Barclays Capital Inc., MUFG Securities Americas Inc., RBC Capital Markets, LLC, and TD Securities (USA) LLC are acting as representatives.</u> |
| 4.1* | Indenture of Mortgage and Deed of Trust, dated June 15, 1937, from Ameren Missouri to The Bank of New York Mellon, as successor trustee, as amended May 1, 1941, and Second Supplemental Indenture dated May 1, 1941 (Exhibit B-1, File No. 2-4940). |
| 4.2 | <u>Supplemental Indenture, dated March 1, 2019, by and between Ameren Missouri and The Bank of New York Mellon, as successor trustee, relating to the 3.50% First Mortgage Bonds due 2029.</u> |
| 5.1 | <u>Opinion of Gregory L. Nelson, Esq., Senior Vice President, General Counsel and Secretary of Ameren Missouri, regarding the legality of the Bonds (including consent).</u> |
| 5.2 | <u>Opinion of Morgan, Lewis & Bockius LLP regarding the legality of the Bonds (including consent).</u> |

* 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: March 6, 2019