

ENTERGY MISSISSIPPI INC

Form 8-K

November 21, 2018

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 earliest event reported) November 19, 2018

Commission Registrant, State of Incorporation, I.R.S. Employer

File Number Address and Telephone Number Identification No.

	Entergy Mississippi, Inc.	
	(a Texas corporation)	
1-31508	308 East Pearl Street	64-0205830
	Jackson, Mississippi 39201	
	(601) 368-5000	

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.):

☐ 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On November 19, 2018, Entergy Mississippi, Inc., a Mississippi corporation (the “Company”), changed its state of domicile from Mississippi to Texas. In this process, the Company adopted a Certificate of Formation and Bylaws under the Texas Business Organizations Code, each effective as of November 19, 2018, reflecting certain changes relative to the Third Amended and Restated Articles of Incorporation and By-Laws governing the Company under the Mississippi Business Corporation Act immediately prior to such date.

The Certificate of Formation and Bylaws included provisions to conform to the requirements of the Texas Business Organizations Code but did not include provisions relating to preferred stock since all of the outstanding preferred stock of the Company had been redeemed prior to the change in domicile.

The Certificate of Formation and Bylaws are attached to this report as Exhibits 3.1 and 3.2, respectively.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No. Description

3.1 Certificate of Formation of Entergy Mississippi, Inc. effective November 19, 2018

3.2 Bylaws of Entergy Mississippi, Inc. effective November 19, 2018

4.1 Thirty-fifth Supplemental Indenture of Entergy Mississippi, Inc. under the Mortgage and Deed of Trust, dated as of February 1, 1988, as amended, of Entergy Mississippi, Inc. to The Bank of New York Mellon, as Trustee

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 hereunto duly authorized.

ENTERGY MISSISSIPPI, INC.

By: /s/ Marcus V. Brown

Name: Marcus V. Brown

Title: Executive Vice President and General Counsel

Dated: November 20, 2018