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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
Of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 16, 2019**

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**CENTERPOINT ENERGY, INC.**  
(Exact name of registrant as specified in its charter)

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**Texas**  
(State or other jurisdiction  
of incorporation)

**1-31447**  
(Commission  
File Number)

**74-0694415**  
(IRS Employer  
Identification No.)

**1111 Louisiana  
Houston, Texas**  
(Address of principal executive offices)

**77002**  
(Zip Code)

**Registrant's telephone number, including area code: (713) 207-1111**

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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.

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**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On April 18, 2019, CenterPoint Energy, Inc. (the “Company”) announced the appointment of Ms. Xia Liu, which occurred on April 16, 2019, to the position of Executive Vice President and Chief Financial Officer of the Company, effective April 22, 2019.

Ms. Liu, 49, served as Executive Vice President, Chief Financial Officer and Treasurer of Georgia Power Company, a subsidiary of The Southern Company and a vertically integrated utility providing electric service to 2.5 million retail customers within the State of Georgia and to wholesale customers in the Southeast, from October 2017 to April 2019. She previously served as Vice President, Chief Financial Officer and Treasurer of Gulf Power Company, formerly a subsidiary of The Southern Company and an electric utility serving retail customers in the northwestern portion of Florida, from July 2015 to October 2017. She also served in various finance, regulatory and operations roles of increasing responsibility at the Southern Company beginning in 1998, including Senior Vice President, Finance and Treasurer from 2014 to 2015 and Vice President, Finance and Assistant Treasurer from 2010 to 2014.

In connection with her appointment, Ms. Liu will receive a base salary of \$550,000 per year, a sign-on cash incentive of \$100,000 and a sign-on equity incentive award of 25,000 restricted stock units, 12,500 of which will vest upon her continued employment through the first anniversary of the grant date and the remaining 12,500 of which will vest upon her continued employment through the second anniversary of the grant date. Ms. Liu will also receive short-term rental and travel allowance for 14 months, not to exceed \$140,000, as well as relocation assistance subject to the Company’s relocation policy. Ms. Liu will be eligible to participate in the Company’s compensation and benefits plans and programs for similarly situated executives, including the Company’s change in control plan and incentive plans. The incentive plans include the Company’s Short-Term Incentive Plan (“STI”) and the Long-Term Incentive Plan (“LTI”). Her initial target STI award level will be 75% of base salary and her target LTI award level will be 190% of base salary.

The selection of Ms. Liu was not pursuant to any agreement or understanding between her and any other person. There is no family relationship between Ms. Liu and any director or executive officer of the Company. There are no transactions between Ms. Liu and the Company that are required to be reported under Item 404(a) of Regulation S-K.

Ms. Liu holds a bachelor’s and master’s degree in finance from Renmin University of China and a master’s degree in business administration from Emory University. She is a Chartered Financial Analyst (CFA).

A copy of the press release announcing the appointment is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT DESCRIPTION</u>
99.1	<a href="#">Press Release dated April 18, 2019</a>

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.

CENTERPOINT ENERGY, INC.

Date: April 18, 2019

By: /s/ Jason M. Ryan

Jason M. Ryan

Senior Vice President and General Counsel



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For Immediate Release

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**CenterPoint Energy appoints Xia Liu executive vice president and chief financial officer**

**Houston – April 18, 2019** – CenterPoint Energy, Inc. (NYSE: CNP) today announced the appointment of Xia Liu as executive vice president and chief financial officer, effective April 22. Liu will report to CenterPoint Energy president and chief executive officer Scott M. Prochazka and oversee the company’s finance organization, including accounting, corporate strategy, financial planning, commercial risk, investor relations, treasury, tax and enterprise performance measurement. She will serve as a member of CenterPoint Energy’s senior leadership team.

“With a proven track record of more than 20 years of finance and regulatory experience and a deep knowledge of the energy delivery business, I am confident that Xia will contribute immediately to advancing our vision to lead the nation in delivering energy, service and value,” said Prochazka. “Given her background and accomplishments, Xia will be instrumental in providing financial and strategic leadership to help drive CenterPoint Energy’s performance following our recent merger with Vectren.”

Liu joins CenterPoint Energy from The Southern Company and its subsidiary companies where she held roles of increasing responsibility over the past 20 years. Most recently, Liu served as executive vice president, chief financial officer and treasurer of Georgia Power Company in Atlanta. In this capacity, she oversaw accounting, financial planning and analysis, budgeting, treasury and internal controls. Prior to this role, Liu was vice president, chief financial officer and treasurer for Gulf Power Company in Pensacola, Fla., where she was responsible for accounting, financial planning and analysis, budgeting, treasury, internal controls, regulatory, rates and pricing, and forecasting functions. She also served as senior vice president of finance and treasurer for Southern Company.

“CenterPoint Energy is a strong, diversified company with a commitment to safely meet the needs of a growing customer base and realize financial growth,” said Liu. “I look forward to collaborating with the leadership team to drive value for our shareholders, customers and communities, while enhancing growth opportunities for our businesses.”

Liu earned a bachelor’s degree and master’s degree in finance from Renmin University of China and a master’s degree in business administration from Emory University. She also completed two years of study in the Ph.D. in Economics program at Emory University.

Liu is a chartered financial analyst (CFA), an International Woman’s Forum Leadership Foundation fellow, and has attended executive programs at Harvard University and INSEAD School of France.

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Active in her community, Liu has served on numerous boards of directors, including the Atlanta Symphony Orchestra, the Pensacola Symphony Orchestra, Florida TaxWatch and Gulf Coast Health Systems. Liu currently serves on the board of Public Broadcasting of Atlanta, Georgia Council on Economic Education and the PACT World Organization, a non-profit international development organization that works to improve the lives of those challenged by poverty. She is also a graduate of Leadership Atlanta.

This news release includes forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. When used in this news release, the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “forecast,” “goal,” “intend,” “may,” “objective,” “plan,” “potential,” “predict,” “projection,” “should,” “target,” “will” or other similar words are intended to identify forward-looking statements. These forward-looking statements are based upon assumptions of management which are believed to be reasonable at the time made and are subject to significant risks and uncertainties. Actual events and results may differ materially from those expressed or implied by these forward-looking statements. Any statements in this news release regarding future events that are not historical facts are forward-looking statements. Each forward-looking statement contained in this news release speaks only as of the date of this release. Factors that could affect actual results include timing and impact of future regulatory and legislative decisions, effects of competition, weather variations, changes in business plans, financial market conditions and other factors discussed in CenterPoint Energy’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018 and other reports CenterPoint Energy or its subsidiaries may file from time to time with the Securities and Exchange Commission.

Headquartered in Houston, Texas, CenterPoint Energy, Inc. is an energy delivery company with regulated utility businesses in eight states and a competitive energy businesses footprint in nearly 40 states. Through its electric transmission & distribution, power generation and natural gas distribution businesses, the company serves more than 7 million metered customers in Arkansas, Indiana, Louisiana, Minnesota, Mississippi, Ohio, Oklahoma and Texas. CenterPoint Energy’s competitive energy businesses include natural gas marketing and energy-related services; energy efficiency, sustainability and infrastructure modernization solutions; and construction and repair services for pipeline systems, primarily natural gas. The company also owns 54.0 percent of the common units representing limited partner interests in Enable Midstream Partners, LP, a publicly traded master limited partnership that owns, operates and develops strategically located natural gas and crude oil infrastructure assets. With approximately 14,000 employees and nearly \$29 billion in assets, CenterPoint Energy and its predecessor companies have been in business for more than 150 years. For more information, visit [CenterPointEnergy.com](http://CenterPointEnergy.com).

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