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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): February 1, 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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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 2.01 Completion of Acquisition or Disposition of Assets.**

On February 1, 2019, pursuant to the Agreement and Plan of Merger (the “Merger Agreement”), dated as of April 21, 2018, by and among CenterPoint Energy, Inc. (“CenterPoint Energy”), Vectren Corporation, an Indiana corporation (“Vectren”), and Pacer Merger Sub, Inc., an Indiana corporation and wholly owned subsidiary of CenterPoint Energy (“Merger Sub”), CenterPoint Energy, Vectren and Merger Sub consummated the previously announced agreement to merge Merger Sub with and into Vectren (the “Merger”), with Vectren continuing as the surviving corporation and as a wholly owned subsidiary of CenterPoint Energy.

On and subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Merger (the “Effective Time”), each share of common stock, no par value, of Vectren (“Vectren common stock”) issued and outstanding immediately prior to the Effective Time (excluding shares held directly or indirectly by CenterPoint Energy, its wholly owned subsidiaries, Vectren or Merger Sub) was cancelled and converted into the right to receive \$72.00 in cash, without interest (the “Merger Consideration”). At the Effective Time, each stock unit payable in Vectren common stock or whose value was determined with reference to the value of Vectren common stock, whether vested or unvested, was cancelled with cash consideration paid therefor in accordance with the terms of the Merger Agreement. These amounts do not include a “stub period” cash dividend of \$0.41145 per share, which was declared, with CenterPoint Energy’s consent, by Vectren’s board of directors on January 16, 2019, payable to Vectren stockholders as of February 1, 2019, the record date for such dividend.

Following the Effective Time, shares of Vectren common stock, which previously traded under the ticker symbol “VVC” on the New York Stock Exchange (the “NYSE”), ceased trading on and were delisted from the NYSE.

The foregoing description of the Merger Agreement and the transactions contemplated thereby, including the Merger, does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which was filed with the United States Securities and Exchange Commission (“SEC”) as Exhibit 2.1 to CenterPoint Energy’s Current Report on Form 8-K on April 23, 2018 and is incorporated by reference herein.

**Item 2.03 Creation of Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

CenterPoint Energy issued approximately \$0.81 billion of short-term, unsecured commercial paper notes under its commercial paper program to fund a portion of the Merger Consideration. An additional \$0.85 billion of short-term, unsecured commercial paper notes were issued by CenterPoint Energy to pay Vectren’s stub period cash dividend, long-term incentive payments, and repay indebtedness of Vectren subsidiaries redeemed at the option of the holder as a result of the closing of the Merger. The commercial paper notes were issued at various times in January 2019 with maturities up to and including 90 days as of the time of issuance, and, prior to their use as described in connection with the closing of the Merger, the net proceeds of such issuances were invested in short-term investments. As previously reported, the remaining portion of the Merger Consideration was funded through \$5.18 billion in proceeds from various issuances of CenterPoint Energy common and preferred stock and issuances of unsecured senior notes.

**Item 7.01 Regulation FD Disclosure.**

On February 1, 2019, CenterPoint Energy issued a press release announcing the completion of the Merger. The press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

The press release is being furnished not filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended. Accordingly, the press release will not be incorporated by reference into any registration statement filed by CenterPoint Energy under the Securities Act of 1933, as amended, unless specifically identified therein as being incorporated therein by reference. The furnishing of the press release is not intended to, and does not, constitute a determination or admission by CenterPoint Energy that the information in the press release is material or complete, or that investors should consider this information before making an investment decision with respect to any security of CenterPoint Energy or any of its affiliates.

**Item 9.01 Financial Statements and Exhibits.**

(a) *Financial Statements of Business Acquired.*

The financial statements required to be filed under this Item 9.01(a) shall be filed by an amendment to this Form 8-K not later than 71 days after the date this Current Report on Form 8-K is required to be filed.

(b) *Pro Forma Financial Information.*

The pro forma financial information required to be filed under this Item 9.01(b) shall be filed by an amendment to this Form 8-K not later than 71 days after the date this Current Report on Form 8-K is required to be filed.

(d) *Exhibits*

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT DESCRIPTION</u>
99.1	<a href="#">Press Release, dated February 1, 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: February 1, 2019

By: /s/ Kristie L. Colvin

Kristie L. Colvin

Senior Vice President and Chief Accounting Officer



For more information contact:

**CenterPoint Energy**

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**CenterPoint Energy and Vectren complete merger**

*Combined company well positioned to advance its vision to lead the nation in delivering energy, service and value*

**Houston and Evansville, Ind. – Feb. 1, 2019** – CenterPoint Energy, Inc. (NYSE: CNP) and Vectren Corporation (NYSE: VVC) today announced the successful completion of their merger. The combined company, which is named CenterPoint Energy and headquartered in Houston, has regulated electric and natural gas utility businesses in eight states that serve more than 7 million metered customers and a competitive energy businesses' footprint in nearly 40 states.

“Today, we come together as one company. With a greater level of business operations, resources and capabilities, we plan to execute a unified business strategy focused on the safe and reliable delivery of electricity, natural gas and energy-related services,” said Scott M. Prochazka, president and chief executive officer of CenterPoint Energy. “It is a time of transformation for our industry, and I believe CenterPoint Energy will be well positioned to deliver traditional energy services with innovative solutions that meet customers’ evolving needs and expectations.”

With the merger, CenterPoint Energy has assets totaling approximately \$29 billion, an enterprise value of \$27 billion and approximately 14,000 employees. CenterPoint Energy’s businesses include:

- **Electric utility business** – CenterPoint Energy maintains the wires, poles and electric infrastructure serving 2.4 million metered customers in the greater Houston area and 145,000 customers in Indiana. The company also owns and operates nearly 1,300 megawatts of power generation capacity in Indiana. CenterPoint Energy’s Texas electric utility business is headquartered in Houston and its Indiana electric utility business is headquartered in Evansville, Ind.
- **Natural gas utility business** – CenterPoint Energy sells and delivers natural gas to 4.5 million homes and businesses in eight states: Arkansas, Indiana, Louisiana, Minnesota, Mississippi, Ohio, Oklahoma and Texas, including the high-growth areas of Houston and Minneapolis. The company’s natural gas utility business is headquartered in Evansville.

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- **Competitive energy businesses** – 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’s competitive energy businesses are led from Houston.

CenterPoint Energy will continue to trade under the ticker symbol “CNP” on the New York Stock Exchange (NYSE) and the Chicago Stock Exchange.

Under the terms of the merger agreement, which was announced on April 23, 2018, Vectren shareholders will receive \$72.00, along with a prorated dividend of \$0.41145, in cash for each share of Vectren common stock owned as of February 1, 2019. Additionally, Vectren common stock, which previously traded under the ticker symbol “VVC,” has ceased trading on and was delisted from the NYSE effective today.

“I look forward to watching the newly combined company thrive in this evolving industry,” said Carl Chapman, outgoing Vectren chairman, president and chief executive officer. “CenterPoint Energy was the right partner for Vectren and I am confident this merger will have a positive impact on all stakeholders. I sincerely thank the employees and shareholders who have been part of the Vectren journey.”

A CenterPoint Energy fact sheet can be found [here](#).

### **CenterPoint Energy**

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 primarily 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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## Forward-Looking Statement

The statements in this press release contain “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. All statements other than statements of historical fact included in this press release are forward-looking statements made in good faith by us and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. When used in this press 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. Forward-looking statements include, but are not limited to, statements relating to benefits of the merger, integration plans and expected synergies and anticipated future financial measures and operating performance and results, including estimates for growth and other matters affecting future operations. Each forward-looking statement contained in this press release speaks only as of the date of this release. Important factors that could cause actual results to differ materially from those indicated by the provided forward-looking information include risks and uncertainties relating to: (1) difficulties that may arise in successfully integrating the businesses of CenterPoint Energy and Vectren, which may result in the combined company not operating as efficiently and effectively as anticipated; (2) the ability of the combined company to achieve expected cost savings and synergies or it taking longer than expected for those savings and synergies to materialize; (3) potential unexpected costs or unexpected liabilities associated with the merger; (4) potential differences in the actual credit ratings of CenterPoint Energy, Vectren or their subsidiaries from the companies’ anticipated ratings; (5) future regulatory or legislative actions that could adversely affect the combined company; (6) other economic, business or competitive factors that could adversely affect the combined company and (7) other factors discussed in CenterPoint Energy’s Annual Report on Form 10-K for the fiscal year ended December 31, 2017, CenterPoint Energy’s Quarterly Report on Form 10-Q for the quarters ended March 31, 2018, June 30, 2018 and September 30, 2018 and other reports CenterPoint Energy or its subsidiaries may file from time to time with the Securities and Exchange Commission.

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