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

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**Form S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

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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 or organization)

**74-0694415**  
(I.R.S. Employer  
Identification Number)

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

**77002**  
(Zip code)

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**AMENDED AND RESTATED CENTERPOINT ENERGY, INC.**  
**STOCK PLAN FOR OUTSIDE DIRECTORS**  
(Full title of the plan)

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**Monica Karuturi**  
**Vice President and Deputy General Counsel**  
**1111 Louisiana Street**  
**Houston, Texas 77002**  
**(713) 207-1111**  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

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*Copies to:*

**Timothy S. Taylor**  
**Clinton W. Rancher**  
**Baker Botts L.L.P.**  
**910 Louisiana**  
**Houston, Texas 77002-4995**  
**(713) 229-1234**

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer   
 Non-accelerated filer  Smaller reporting company   
 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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, par value \$0.01 per share	350,000 shares	\$16.85	\$5,897,500	\$765.50

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers any additional shares of the Common Stock of CenterPoint Energy, Inc. that may become issuable under the Amended and Restated CenterPoint Energy, Inc. Stock Plan for Outside Directors, as amended, as a result of stock splits, stock dividends or other similar transactions pursuant to the terms thereof.
- (2) Estimated solely for the purpose of calculating the registration fee in accordance with Rules 457(c) and (h) of the Securities Act based upon the average of the high and low prices of the Common Stock of CenterPoint Energy, Inc. as reported by the New York Stock Exchange on May 22, 2020.

## REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement on Form S-8 (this "Registration Statement") is being filed by CenterPoint Energy, Inc. ("CenterPoint Energy") pursuant to General Instruction E of Form S-8 under the Securities Act of 1933, as amended, to register an additional 350,000 shares of common stock of CenterPoint Energy issuable pursuant to the Amended and Restated CenterPoint Energy, Inc. Stock Plan for Outside Directors, as amended (the "Plan").

In accordance with General Instruction E to Form S-8, and except as the same may be modified by the information set forth in this Registration Statement, the contents of the Registration Statement on Form S-8 (No. 333-105773) filed on June 2, 2003, as amended by Post-Effective Amendment No. 1 to such Registration Statement filed on April 26, 2012, and the Registration Statement on Form S-8 (No. 333-173660) filed on April 21, 2011 relating to the Plan, are incorporated by reference into this Registration Statement.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### ITEM 6. Indemnification of Directors and Officers.

Title 1, Chapter 8 of the Texas Business Organizations Code ("TBOC") and Article V of CenterPoint Energy's Third Amended and Restated Bylaws provide CenterPoint Energy with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, CenterPoint Energy has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of CenterPoint Energy's Restated Articles of Incorporation provides that no director of CenterPoint Energy is liable to CenterPoint Energy or its shareholders for monetary damages for any act or omission in the director's capacity as director, except as required by law as in effect from time to time. Currently, Section 7.001 of the TBOC requires that liability be imposed for the following actions: (i) any breach of such director's duty of loyalty to CenterPoint Energy or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to CenterPoint Energy or that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, regardless of whether or not the benefit resulted from an action taken within the scope of the director's duties or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of CenterPoint Energy existing at the time of the repeal or modification.

**ITEM 8. Exhibits.**

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

<u>Exhibit Number</u>	<u>Document Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
4.1* -	<a href="#">Restated Articles of Incorporation of CenterPoint Energy</a>	CenterPoint Energy's Form 8-K dated July 24, 2008	1-31447	3.2
4.2* -	<a href="#">Third Amended and Restated Bylaws of CenterPoint Energy</a>	CenterPoint Energy's Form 8-K dated February 21, 2017	1-31447	3.1
4.3* -	<a href="#">Form of CenterPoint Energy Stock Certificate</a>	CenterPoint Energy's Registration Statement on Form S-4 filed on November 5, 2001	333-69502	4.1
4.4* -	<a href="#">Amended and Restated CenterPoint Energy, Inc. Stock Plan for Outside Directors</a>	CenterPoint Energy's Form 10-Q for the quarter ended March 31, 2018	1-31447	10.1
4.5* -	<a href="#">First Amendment to the Amended and Restated CenterPoint Energy, Inc. Stock Plan for Outside Directors</a>	CenterPoint Energy's Form 10-K for the year ended December 31, 2019	1-31447	10(n)(2)
4.6* -	<a href="#">Statement of Resolution Establishing Series of Shares Designated Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock of CenterPoint Energy</a>	CenterPoint Energy's Form 8-K dated August 22, 2018	1-31447	3.1
4.7* -	<a href="#">Statement of Resolution Establishing Series of Shares designated 7.00% Series B Mandatory Convertible Preferred Stock of CenterPoint Energy</a>	CenterPoint Energy's Form 8-K dated September 25, 2018	1-31447	3.1
4.8* -	<a href="#">Form of Certificate representing the Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock of CenterPoint Energy</a>	CenterPoint Energy's Form 8-K dated August 22, 2018	1-31447	4.1
4.9* -	<a href="#">Form of Certificate representing the 7.00% Series B Mandatory Convertible Preferred Stock of CenterPoint Energy (included as Exhibit A to Exhibit 4.7)</a>	CenterPoint Energy's Form 8-K dated September 25, 2018	1-31447	3.1
4.10* -	<a href="#">Deposit Agreement, dated as of October 1, 2018, among CenterPoint Energy and Broadridge Corporate Issuer Solutions, Inc., as Depositary, and the holders from time to time of the Depositary Receipts described therein</a>	CenterPoint Energy's Form 8-K dated September 25, 2018	1-31447	4.2

4.11*	-	<a href="#">Form of Depositary Receipt for the Depositary Shares (included as Exhibit A to Exhibit 4.10)</a>	CenterPoint Energy's Form 8-K dated September 25, 2018	1-31447	4.2
4.12*	-	<a href="#">Statement of Resolution Establishing Series of Shares designated Series C Mandatory Convertible Preferred Stock of CenterPoint Energy, Inc., filed with the Secretary of State of the State of Texas and effective May 7, 2020</a>	Form 8-K of CenterPoint Energy, Inc. dated May 6, 2020	1-31447	3.1
5.1	-	<a href="#">Opinion of Baker Botts L.L.P.</a>			
23.1	-	<a href="#">Consent of Deloitte &amp; Touche LLP</a>			
23.2	-	<a href="#">Consent of Baker Botts L.L.P. (included in Exhibit 5.1)</a>			
24.1	-	<a href="#">Powers of Attorney (included on the signature page of this Registration Statement)</a>			

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\* Incorporated herein by reference as indicated.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on May 29, 2020.

CENTERPOINT ENERGY, INC.  
(Registrant)

By: /s/ John W. Somerhalder II  
John W. Somerhalder II  
Interim President and Chief Executive Officer

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Jason M. Ryan as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on May 29, 2020.

<u>Signature</u>	<u>Title</u>
<u>/s/ John W. Somerhalder II</u> John W. Somerhalder II	Interim President and Chief Executive Officer and Director (Principal Executive Officer)
<u>/s/ Kristie L. Colvin</u> Kristie L. Colvin	Interim Executive Vice President and Chief Financial Officer and Chief Accounting Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ Milton Carroll</u> Milton Carroll	Executive Chairman of the Board of Directors
<u>/s/ Leslie D. Biddle</u> Leslie D. Biddle	Director
<u>David J. Lesar</u>	Director
<u>/s/ Scott J. McLean</u> Scott J. McLean	Director
<u>/s/ Martin H. Nesbitt</u> Martin H. Nesbitt	Director
<u>/s/ Theodore F. Pound</u> Theodore F. Pound	Director

**Signature**

**Title**

/s/ Susan O. Rheney  
\_\_\_\_\_  
Susan O. Rheney

Director

/s/ Phillip R. Smith  
\_\_\_\_\_  
Phillip R. Smith

Director

\_\_\_\_\_  
Barry T. Smitherman

Director

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MOSCOW  
NEW YORK  
PALO ALTO  
RIYADH  
SAN FRANCISCO  
WASHINGTON

May 29, 2020

CenterPoint Energy, Inc.  
1111 Louisiana  
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by CenterPoint Energy, Inc., a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to 350,000 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") issuable pursuant to the Amended and Restated CenterPoint Energy, Inc. Stock Plan for Outside Directors (as amended, the "Plan"), certain legal matters in connection with the Shares subject to original issuance by the Company therewith are being passed upon for you by us. At your request, this opinion letter is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Company's Restated Articles of Incorporation and Third Amended and Restated Bylaws, each as amended to date, the Plan, corporate records of the Company, including minute books of the Company, as furnished to us by you, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied, to the extent we deem appropriate without independent investigation or verification, upon certificates of officers of the Company and of public officials with respect to the accuracy of the material factual matters contained in such certificates. In giving the opinions below, we have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true, correct and complete copies of the originals thereof and that all information submitted to us is accurate and complete. In addition, we have assumed for purposes of this opinion letter that the consideration received by the Company for the Shares will not be less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that:

1. In the case of Shares originally issued by the Company pursuant to the provisions of the Plan following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the "Board") as provided in and in accordance with the Plan, the Shares



issuable pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of the Plan and such award at the end of the applicable Restriction Period as defined in and established under the Plan, for the consideration fixed by the Board, including services provided by the director to whom the Shares are issued and the other benefits to the Company contemplated by the Plan, such Shares will be validly issued, fully paid and nonassessable.

The opinions set forth above in this letter are limited to the original issuance of Shares by the Company and do not cover shares of Common Stock delivered by the Company out of shares reacquired by it.

The opinions set forth above in this letter are limited in all respects to matters of the laws of the State of Texas as in effect on the date hereof. We hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ BAKER BOTTS L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated February 27, 2020 (May 18, 2020 as to the effects of discontinued operations and changes to reportable segments as described in Note 1 to the financial statements), relating to the financial statements of CenterPoint Energy, Inc., appearing in the Current Report on Form 8-K of CenterPoint Energy, Inc. filed on May 19, 2020 and our report dated February 27, 2020 relating to the effectiveness of CenterPoint Energy, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2019.

/s/ Deloitte & Touche LLP

Houston, Texas  
May 29, 2020