

**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): September 18, 2025**

**Registrant, State or Other Jurisdiction  
of Incorporation or Organization**

Commission File number	Address of Principal Executive Offices, Zip Code and Telephone Number	IRS Employer Identification No.
1-31447	<b>CenterPoint Energy, Inc.</b> <small>(a Texas corporation)</small> 1111 Louisiana Houston Texas 77002 (713) 207-1111	74-0694415
1-3187	<b>CenterPoint Energy Houston Electric, LLC</b> <small>(a Texas limited liability company)</small> 1111 Louisiana Houston Texas 77002 (713) 207-1111	22-3865106

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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
CenterPoint Energy, Inc.	Common Stock, par value \$0.01 per share	CNP	The New York Stock Exchange NYSE Texas
CenterPoint Energy Houston Electric, LLC	6.95% General Mortgage Bonds due 2033	n/a	The New York Stock Exchange

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.

**Item 7.01 Regulation FD Disclosure.**

On September 18, 2025, CenterPoint Energy, Inc. (the “Company”) issued a press release announcing the commencement of the Tender Offers (as defined below). A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated herein by reference.

The information furnished in Item 7.01 and Exhibit 99.1 is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

**Item 8.01. Other Events.**

On September 18, 2025, the Company announced the commencement of cash tender offers (each, a “Tender Offer” and collectively, the “Tender Offers”) pursuant to its Offer to Purchase dated September 18, 2025 for (i) up to \$300,000,000 aggregate purchase price (excluding accrued and unpaid interest) of its 3.70% Senior Notes due 2049, 2.65% Senior Notes due 2031 and 2.95% Senior Notes due 2030 (collectively, the “CenterPoint Energy Notes”) and (ii) up to \$200,000,000 aggregate purchase price (excluding accrued and unpaid interest) of the 4.25% General Mortgage Bonds, Series AC, due 2049 and 4.50% General Mortgage Bonds, Series X, due 2044 (collectively, the “CEHE Bonds” and, together with the CenterPoint Energy Notes, the “Securities”) issued by its wholly-owned subsidiary, CenterPoint Energy Houston Electric, LLC (“CEHE”). The purpose of the Tender Offers is to reduce the Company’s and CEHE’s outstanding indebtedness. Securities purchased pursuant to the Tender Offers will be cancelled. The Company expects to consummate the Tender Offers with cash on hand and borrowings under the Company’s commercial paper program.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit Number</u>	<u>Exhibit Description</u>
99.1	<a href="#">Press Release issued by the Company on September 18, 2025.</a>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

**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: September 18, 2025

By: /s/ Kristie L. Colvin  
Kristie L. Colvin  
Senior Vice President and Chief Accounting Officer

**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 HOUSTON  
ELECTRIC, LLC**

Date: September 18, 2025

By: /s/ Kristie L. Colvin  
Kristie L. Colvin  
Senior Vice President and Chief Accounting Officer



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Phone 713.207.6500

### CenterPoint Energy, Inc. Announces Cash Tender Offers for Certain Outstanding Securities

HOUSTON, TX, September 18, 2025 – CenterPoint Energy, Inc. (NYSE: CNP) or “CenterPoint Energy” announced today that it has commenced cash tender offers (each, a “Tender Offer” and collectively, the “Tender Offers”) for (i) up to \$300,000,000 aggregate purchase price (excluding Accrued Interest (as defined below)) (the “CenterPoint Energy Notes Maximum Amount”) of its 3.70% Senior Notes due 2049, 2.65% Senior Notes due 2031 and 2.95% Senior Notes due 2030 (collectively, the “CenterPoint Energy Notes”), in the priorities set forth in the first table below (the “CenterPoint Energy Notes Tender Offers”), and (ii) up to \$200,000,000 aggregate purchase price (excluding Accrued Interest) (the “CEHE Bonds Maximum Amount”) and, together with the CenterPoint Energy Notes Maximum Amount, the “Maximum Amounts”) of the 4.25% General Mortgage Bonds, Series AC, due 2049 and 4.50% General Mortgage Bonds, Series X, due 2044 issued by its wholly-owned subsidiary, CenterPoint Energy Houston Electric, LLC (“CEHE”) (collectively, the “CEHE Bonds” and, together with the CenterPoint Energy Notes, the “Securities”), in the priorities set forth in the second table below (the “CEHE Bonds Tender Offers”). Each group of Tender Offers that constitutes either the CenterPoint Energy Notes Tender Offers or the CEHE Bonds Tender Offers is referred to as a “Capped Tender Offer.”

The Tender Offers are summarized in the tables below:

#### The CenterPoint Energy Notes Tender Offers

Title of Notes	CUSIP Number	Issuer	Principal Amount Outstanding	CenterPoint Energy Notes Maximum Amount <sup>(1)</sup>	Acceptance Priority Level <sup>(2)</sup>	UST Reference Security	Bloomberg Reference Page <sup>(3)</sup>	Fixed Spread (bps) <sup>(4)</sup>
3.70% Senior Notes due 2049		CenterPoint Energy	\$165,344,000	\$300,000,000	1	4.75% UST due 5/15/2055	FIT1	+100
2.65% Senior Notes due 2031	15189T AY3	CenterPoint Energy	\$500,000,000		2	3.625% UST due 8/31/2030	FIT1	+65
2.95% Senior Notes due 2030	15189T AX5	CenterPoint Energy	\$400,000,000		3	3.625% UST due 8/31/2030	FIT1	+50

#### The CEHE Bonds Tender Offers

Title of Bonds	CUSIP Number	Issuer	Principal Amount Outstanding	CEHE Bonds Maximum Amount <sup>(1)</sup>	Acceptance Priority Level <sup>(2)</sup>	UST Reference Security	Bloomberg Reference Page <sup>(3)</sup>	Fixed Spread (bps) <sup>(4)</sup>
4.25% General Mortgage Bonds, Series AC, due 2049		CEHE	\$700,000,000	\$200,000,000	1	4.75% UST due 5/15/2055	FIT1	+65
4.50% General Mortgage Bonds, Series X, due 2044	15189X AN8	CEHE	\$600,000,000		2	4.875% UST due 8/15/2045	FIT1	+65

- (1) The CenterPoint Notes Maximum Amount of \$300,000,000 represents the maximum aggregate purchase price (excluding Accrued Interest) of CenterPoint Energy Notes that will be purchased in the CenterPoint Energy Notes Tender Offers. The CEHE Bonds Maximum Amount of \$200,000,000 represents the maximum aggregate purchase price (excluding Accrued Interest) of CEHE Bonds that will be purchased in the CEHE Bonds Tender Offers. CenterPoint Energy reserves the right, but is under no obligation, to adjust the CenterPoint Energy Notes Maximum Amount or the CEHE Bonds Maximum Amount at any time, subject to applicable law.

- (2) Subject to the Aggregate Maximum Amount (as defined below), the Maximum Amounts and proration, the principal amount of each series of Securities that is purchased in each of the Tender Offers will be determined in accordance with the applicable acceptance priority level (in numerical priority order) specified in this column.
- (3) The applicable page on Bloomberg from which the Dealer Manager (as defined below) will quote the bid side prices of the applicable U.S. Treasury Security. In the above tables, “UST” denotes a U.S. Treasury Security.
- (4) The Total Consideration (as defined below) calculated as described in the Offer to Purchase (as defined below) includes the Early Tender Payment (as defined below) of \$30 per \$1,000 principal amount of Securities validly tendered and not validly withdrawn at or prior to the Early Tender Date (as defined below) and accepted for purchase.

The Tender Offers are being made upon the terms and subject to the conditions set forth in the Offer to Purchase dated September 18, 2025 (as may be amended or supplemented from time to time, the “Offer to Purchase”), which sets forth a detailed description of the Tender Offers. The Tender Offers are open to all registered holders (individually, a “Holder” and collectively, the “Holders”) of the Securities. The purpose of the Tender Offers is to reduce CenterPoint Energy’s and CEHE’s outstanding indebtedness.

The sum of the CenterPoint Energy Notes Maximum Amount and the CEHE Bonds Maximum Amount is \$500,000,000 (the “Aggregate Maximum Amount”), which represents the aggregate purchase price of the Securities subject to the Tender Offers and excludes any Accrued Interest. CenterPoint Energy reserves the right, subject to applicable law, to adjust the Aggregate Maximum Amount or the Maximum Amounts for one or both of the Capped Tender Offers as it deems appropriate. If the purchase price (excluding Accrued Interest) of Securities validly tendered and not validly withdrawn at or prior to the Early Tender Date or Expiration Date (as defined below) is such that the Maximum Amount with respect to a Capped Tender Offer is exceeded, then such Maximum Amount that was exceeded may, at CenterPoint Energy’s sole discretion, be increased above such Maximum Amount to allow for the purchases of additional amounts of such Securities, subject to applicable law. If the Maximum Amount with respect to a Capped Tender Offer is increased at the Early Settlement Date (as defined below) and all Securities validly tendered with respect to such Capped Tender Offer are accepted for purchase, CenterPoint Energy reserves the right to further adjust the Maximum Amount for such Capped Tender Offer in connection with purchases made at the Expiration Date as it deems appropriate, subject to applicable law. An increase in one or both of the Maximum Amounts will automatically result in a corresponding increase in the Aggregate Maximum Amount.

The Securities validly tendered and not validly withdrawn at or prior to 5:00 p.m., New York City time, on October 1, 2025 (the “Early Tender Date”) will be eligible to receive the applicable Total Consideration, which includes the early tender payment set forth in Note 4 to the tables in this press release (the “Early Tender Payment”). The Securities validly tendered after the Early Tender Date but at or prior to 5:00 p.m., New York City time, on October 17, 2025 (the “Expiration Date”) will be eligible to receive the applicable tender offer consideration (the “Maximum Tender Offer Consideration”), namely the applicable Total Consideration minus the Early Tender Payment.

The applicable total consideration (the “Total Consideration”) payable by CenterPoint Energy for the Securities will be a price per \$1,000 principal amount based on the yield to maturity or par call date, as the case may be, of the applicable U.S. Treasury reference securities specified in the tables in this press release (the “UST Reference Security”), as determined at 10:00 a.m., New York City time, on October 2, 2025 (unless otherwise extended by us as described in the Offer to Purchase), plus a fixed spread, calculated in accordance with the Offer to Purchase. For the avoidance of doubt, if the applicable Total Consideration determined is less than \$1,000 per \$1,000 principal amount of such series of Securities, then the Total Consideration will be calculated to the stated maturity date and not to the par call date for such series of Securities.

The settlement date for the Securities validly tendered and not validly withdrawn at or prior to the Early Tender Date and accepted for purchase is expected to be October 6, 2025, the third business day after the Early Tender Date (the “Early Settlement Date”). The settlement date for the Securities validly tendered after the Early Tender Date but at or prior to the Expiration Date and accepted for purchase is expected to be October 21, 2025, the second business day after the Expiration Date (the “Final Settlement Date,” and along with the Early Settlement Date, each a “Settlement Date”), if either or both of the Maximum Amounts of applicable Securities is not purchased on such Early Settlement Date.

In addition to the Total Consideration or Maximum Tender Offer Consideration, as applicable, Holders of Securities accepted for purchase will receive accrued and unpaid interest (“Accrued Interest”) on those Securities from the last interest payment date with respect to those Securities to, but not including, the applicable Settlement Date.

Holders who tender their Securities at or prior to 5:00 p.m., New York City time, on October 1, 2025 (such date and time, as it may be extended, the “Withdrawal Deadline”) may withdraw such tendered Securities at any time at or prior to the Withdrawal Deadline. Following the Withdrawal Deadline, Holders who have tendered their Securities (whether before, on or after the Withdrawal Deadline) may not withdraw such Securities unless CenterPoint Energy is required to extend withdrawal rights under applicable law.

CenterPoint Energy expressly reserves the right, in its sole discretion, subject to applicable law, to (i) extend, terminate or withdraw the Tender Offers at any time prior to the Expiration Date, (ii) waive or modify, in whole or in part, any or all conditions to the Tender Offers, or (iii) otherwise amend the Tender Offers in any respect. The Tender Offers are not conditioned on any minimum principal amount of Securities being tendered but are subject to certain conditions as described in the Offer to Purchase. Each Tender Offer is a separate offer. The Capped Tender Offers are not conditioned on each other. Each Tender Offer may be individually amended, extended or terminated by CenterPoint Energy.

CenterPoint Energy has retained TD Securities (USA) LLC to act as Dealer Manager for the Tender Offers (the “Dealer Manager”). Global Bondholder Services Corporation has been retained to act as the Depository and Information Agent for the Tender Offers (the “Depository and Information Agent”). Requests for assistance relating to the procedures for tendering Securities may be directed to the Depository and Information Agent either by email at [contact@gbsc-usa.com](mailto:contact@gbsc-usa.com), or by phone at (212) 430-3774 (for banks and brokers only) or (855) 654-2015 (for all others toll free). Requests for assistance relating to the terms and conditions of the Tender Offers may be directed to TD Securities (USA) LLC at (866) 584-2096 (toll free) or (212) 827-2842 (collect). Beneficial owners may also contact their broker, dealer, commercial bank, trust company or other nominee for assistance.

This press release does not constitute an offer to sell or purchase, or a solicitation of an offer to sell or purchase, or the solicitation of tenders with respect to, the Securities. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such an offer, solicitation, or sale would be unlawful. The Tender Offers are being made solely pursuant to the Offer to Purchase made available to Holders of the Securities. None of CenterPoint Energy, CEHE, the Dealer Manager, the Depository and Information Agent or the trustee with respect to any series of the Securities, or any of their respective affiliates, is making any recommendation as to whether or not Holders should tender or refrain from tendering all or any portion of their Securities in response to the Tender Offers. Holders are urged to evaluate carefully all information in the Offer to Purchase, consult their own investment and tax advisers and make their own decisions whether to tender Securities in the Tender Offers and, if so, the principal amount of Securities to tender.

#### **About CenterPoint Energy**

As the only investor-owned electric and gas utility based in Texas, CenterPoint Energy, Inc. (NYSE: CNP) is an energy delivery company with electric transmission and distribution, power generation and natural gas distribution operations that serve approximately 7 million metered customers in Indiana, Minnesota, Ohio and Texas. As of June 30, 2025, the company owned approximately \$44 billion in assets. With approximately 8,300 employees, CenterPoint Energy and its predecessor companies have been in business for more than 150 years. For more information, visit [CenterPointEnergy.com](http://CenterPointEnergy.com).

#### **Forward-Looking Statements**

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,” “would” or other similar words are intended to identify forward-looking statements. These forward-looking statements, which include statements regarding the expected size and terms of the Tender Offers, 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, and other than as required under applicable securities laws, CenterPoint Energy does not assume any duty to update or revise forward-looking statements. 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) actions by credit rating agencies, including any potential downgrades to credit ratings; (2) financial market conditions; (3) general economic conditions; (4) the timing and impact of future regulatory, executive and legislative decisions and actions; and (5) other factors, risks and uncertainties discussed in CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2024 and CenterPoint Energy's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2025 and June 30, 2025 and other reports CenterPoint Energy or its subsidiaries may file from time to time with the Securities and Exchange Commission ("SEC"). You are cautioned not to place undue reliance on CenterPoint Energy's forward-looking statements.

Investors and others should note that CenterPoint Energy may announce material information using SEC filings and the Investor Relations page of its website, including press releases, public conference calls, webcasts. In the future, CenterPoint Energy will continue to use these channels to distribute material information about the company and to communicate important information about the company, key personnel, corporate initiatives, regulatory updates, and other matters. Information that CenterPoint Energy posts on its website could be deemed material; therefore, CenterPoint Energy encourages investors to review the information CenterPoint Energy posts on the Investor Relations page of its website.