
**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): May 15, 2019

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

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

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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CNP	New York Stock Exchange Chicago Stock Exchange
Depository shares, each representing a 1/20th interest in a share of 7.00% Series B Mandatory Convertible Preferred Stock, \$0.01 par value	CNP/PB	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.

Included herein is financial information related to Vectren Utility Holdings, Inc. (“VUHI”). VUHI is a wholly-owned subsidiary of Vectren Corporation (“Vectren”). On February 1, 2019, CenterPoint Energy, Inc. (“CenterPoint Energy”) completed its acquisition of Vectren, and Vectren became a wholly-owned subsidiary of CenterPoint Energy.

Exhibit 99.1 to this Current Report on Form 8-K includes unaudited financial statements for the quarters ended March 31, 2019 and 2018 for VUHI. These financial statements are not intended to comply with Regulation S-X or Regulation S-K.

Exhibit 99.1 is furnished, not filed, pursuant to Item 7.01. Accordingly, none of the information will be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liability of that section, as amended, and the information in Exhibit 99.1 will not be incorporated by reference into any registration statement filed by CenterPoint Energy under the Securities Act of 1933, as amended (the “Securities Act”), unless specifically identified as being incorporated by reference.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1 is furnished, not filed, pursuant to Item 7.01. Accordingly, none of the information will be deemed “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, as amended, and the information in Exhibit 99.1 will not be incorporated by reference into any registration statement filed by CenterPoint Energy under the Securities Act unless specifically identified as being incorporated by reference.

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT DESCRIPTION</u>
99.1	Reporting Package of Vectren Utility Holdings, Inc.

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: May 15, 2019

By: /s/ Kristie L. Colvin

Kristie L. Colvin

Senior Vice President and Chief Accounting Officer

UNAUDITED

**VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
INTERIM REPORTING PACKAGE****For the quarterly period ended March 31, 2019****Contents**

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Basis of Presentation

On February 1, 2019, Vectren Corporation (Vectren) completed the previously announced merger with CenterPoint Energy, Inc., a Texas corporation (“CenterPoint”). In accordance with the Merger Agreement, a wholly owned subsidiary of CenterPoint merged with and into Vectren (the “Merger”), with Vectren surviving as a wholly owned subsidiary of CenterPoint. The Merger was accounted for by CenterPoint using the acquisition method of accounting whereby the assets acquired and liabilities assumed were recognized at fair value as of the acquisition date. Final pushdown accounting decisions have not been made. These financial statements reflect Vectren Utility Holdings, Inc. (the Company), on a historical basis.

The interim condensed consolidated financial statements of the Company included in this reporting package have been prepared without audit. The Company believes that the information in these interim condensed financial statements reflects all adjustments necessary to fairly state the results of the periods reported, including adjustments that are normal and recurring in nature. These interim condensed consolidated financial statements are supplemental to the Company’s audited annual financial statements for the year ended December 31, 2018, filed on Form 8-K on March 28, 2019, under CenterPoint Energy, Inc., the ultimate parent company of the Company. This information is also supplemental to the unaudited interim condensed consolidated financial statements of CenterPoint Energy, Inc. filed on Form 10-Q on May 9, 2019 for the quarter ended March 31, 2019. CenterPoint makes available its Securities and Exchange Commission filings and recent annual reports free of charge through its website at www.centerpointenergy.com. Because of the seasonal nature of the Company’s utility operations, the results shown on a quarterly basis are not necessarily indicative of annual results.

FINANCIAL STATEMENTS

VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited – In millions)

ASSETS	<u>At March 31, 2019</u>	<u>At December 31, 2018</u>
Current Assets		
Cash & cash equivalents	\$ 10.5	\$ 22.5
Accounts receivable—less reserves of \$4.9 & \$3.7, respectively	129.4	112.9
Accrued unbilled revenues	74.8	99.3
Inventories	81.4	92.0
Recoverable fuel & natural gas costs	4.5	6.9
Prepayments & other current assets	16.3	34.4
Total current assets	<u>316.9</u>	<u>368.0</u>
Utility Plant		
Original cost	7,662.9	7,528.4
Less: accumulated depreciation & amortization	2,936.5	2,891.7
Net utility plant	<u>4,726.4</u>	<u>4,636.7</u>
Investments in unconsolidated affiliates	0.2	0.2
Other investments	25.8	26.5
Nonutility plant—net	196.2	201.8
Goodwill	205.0	205.0
Regulatory assets	384.8	375.0
Other assets	63.9	60.8
TOTAL ASSETS	<u>\$ 5,919.2</u>	<u>\$ 5,874.0</u>

UNAUDITED
VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited – In millions)

	<u>At March 31, 2019</u>	<u>At December 31, 2018</u>
<u>LIABILITIES & SHAREHOLDER'S EQUITY</u>		
Current Liabilities		
Accounts payable	\$ 160.9	\$ 174.5
Payables to CenterPoint	4.2	—
Payables to other Vectren companies	69.0	27.6
Accrued liabilities	182.7	180.7
Short-term borrowings	—	166.6
Total current liabilities	416.8	549.4
Long-term debt payable to third parties	1,395.7	1,779.8
Long-term debt payable to CenterPoint	559.2	—
Total long-term debt	1,954.9	1,779.8
Deferred Credits & Other Liabilities		
Deferred income taxes	497.0	489.0
Regulatory liabilities	944.1	941.2
Deferred credits & other liabilities	193.7	227.4
Total deferred credits & other liabilities	1,634.8	1,657.6
Common Shareholder's Equity		
Common stock (no par value)	983.4	979.2
Retained earnings	929.3	908.0
Total common shareholder's equity	1,912.7	1,887.2
TOTAL LIABILITIES & SHAREHOLDER'S EQUITY	\$ 5,919.2	\$ 5,874.0

UNAUDITED
VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(Unaudited – In millions)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
OPERATING REVENUES		
Gas utility	\$ 334.9	\$ 329.3
Electric utility	133.2	134.0
Other	0.1	0.1
Total operating revenues	468.2	463.4
OPERATING EXPENSES		
Cost of gas sold	142.1	145.2
Cost of fuel & purchased power	42.4	42.2
Other operating ⁽¹⁾	161.6	94.8
Depreciation & amortization	64.3	61.0
Taxes other than income taxes	21.0	19.2
Total operating expenses	431.4	362.4
OPERATING INCOME	36.8	101.0
Other income – net	10.1	8.8
Interest expense	21.1	19.9
INCOME BEFORE INCOME TAXES	25.8	89.9
Income Taxes	4.5	15.6
NET INCOME	\$ 21.3	\$ 74.3

(1) Merger costs totaling \$63 million are included in Other operating costs for the three months ended March 31, 2019.

UNAUDITED
VECTREN UTILITY HOLDINGS, INC. AND SUBSIDIARY COMPANIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited – In millions)

	For the Three Months Ended March 31, 2019	For the Three Months Ended March 31, 2018
CASH FLOWS FROM OPERATING ACTIVITIES	\$ 148.8	\$ 157.8
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from:		
Long-term debt, net of issuance costs	—	(1.1)
Long-term debt to parent, net of issuance costs	568.0	—
Additional capital contribution	4.2	1.6
Requirements for:		
Dividend to Parent	—	(32.0)
Retirement of long-term debt	(568.0)	—
Net change in short-term borrowings	8.4	0.9
Net cash from financing activities	12.6	(30.6)
CASH FLOWS FROM INVESTING ACTIVITIES		
Requirements for:		
Capital expenditures, excluding AFUDC equity	(132.0)	(122.5)
Investment in rabbi trusts & other	(41.4)	—
Net cash from investing activities	(173.4)	(122.5)
Net change in cash & cash equivalents	(12.0)	4.7
Cash & cash equivalents at beginning of period	22.5	9.8
Cash & cash equivalents at end of period	\$ 10.5	\$ 14.5