

CLECO POWER LLC  
Form 8-K  
January 28, 2013

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): January 24, 2013

CLECO CORPORATION

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Louisiana   | 1-15759                  | 72-1445282                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

2030 Donahue Ferry Road

|  |            |
|--|------------|
| Pineville, Louisiana                     | 71360-5226 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (318) 484-7400

CLECO POWER LLC

(Exact name of registrant as specified in its charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Louisiana   | 1-05663                  | 72-0244480                           |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

2030 Donahue Ferry Road

|  |            |
|--|------------|
| Pineville, Louisiana                     | 71360-5226 |
| (Address of principal executive offices) | (Zip Code) |

Registrant's telephone number, including area code: (318) 484-7400

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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the retirement of Mr. Robert T. Ratcliff, Sr. as a Class II director, the Board of Directors of Cleco Corporation (the "Company") on January 24, 2013 amended the Company's Bylaws effective January 24, 2013 to decrease the number of directors serving on the board to eight. Prior to the amendment, the Company's Bylaws provided for nine directors to serve on its board. The text of the amendment to the Company's Bylaws is filed as Exhibit 3.1 to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

3.1 Text of the Amendment to the Bylaws of Cleco Corporation.

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SIGNATURES

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.

CLECO CORPORATION

Date: January 28, 2013

By: /s/ Terry L. Taylor  
Terry L. Taylor  
Controller and Chief Accounting Officer

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.

CLECO POWER LLC

Date: January 28, 2013

By: /s/ Terry L. Taylor  
Terry L. Taylor  
Controller and Chief Accounting Officer

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description                                       |
|----------------|---|
| 3.1            | Text of the Amendment to the Bylaws of Cleco Corporation. |