

NextEra Energy Partners, LP
Form S-1/A
June 23, 2014

As filed with the Securities and Exchange Commission on June 23, 2014

Registration No. 333-196099

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

Amendment No. 4
to
Form S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NextEra Energy Partners, LP
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other Jurisdiction of

4911
(Primary Standard Industrial

30-0818558
(IRS Employer

Incorporation or Organization) **Classification Code Number)** **Identification Number)**
700 Universe Boulevard
Juno Beach, Florida 33408
(561) 694-4000

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

Charles E. Sieving
700 Universe Boulevard
Juno Beach, Florida 33408
(561) 694-4000

(Name, Address, including Zip Code, and Telephone Number, including Area Code, of Agent for Service)

Copies to:

Richard B. Aftanas
Andrea L. Nicolas
Skadden, Arps, Slate, Meagher & Flom LLP
Four Times Square
New York, New York 10036
(212) 735-3000

Joshua Davidson
Timothy S. Taylor
Mollie Duckworth
Baker Botts L.L.P.
One Shell Plaza
910 Louisiana Street
Houston, Texas 77002
(713) 229-1234

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. "

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer " Accelerated filer "
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company "

CALCULATION OF REGISTRATION FEE

| Title of each Class of Securities to be Registered | Amount to be Registered⁽¹⁾ | Estimated Maximum Offering Price per Share⁽²⁾ | Estimated Maximum Aggregate Offering Price⁽²⁾⁽³⁾ | Amount of Registration Fee⁽³⁾⁽⁴⁾ |
|---|--|---|--|--|
| Common units representing limited partnership interests | 18,687,500 | \$21.00 | \$392,437,500 | \$50,545.95 |

⁽¹⁾ Includes 2,437,500 common units that may be sold if the option to purchase additional shares granted by us to the underwriters is exercised in full.

- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(a) of the Securities Act of 1933, as amended.
- (3) Includes the offering price of any additional shares of common units that the underwriters have the option to purchase.
- (4) \$48,139 was previously paid in connection with the initial filing of this Registration Statement.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 4 is being filed for the purposes of filing Exhibits 5.1, 10.10 and 23.1 herewith, to revise the fee table on the front cover of the Registration Statement and to revise Item 13 of Part II of the Registration Statement. No changes or additions are being made hereby to the Prospectus constituting Part I of the Registration Statement (not included herein) or to Items 14, 15 or 17 of Part II of the Registration Statement.

PART II**INFORMATION NOT REQUIRED IN PROSPECTUS****Item 13. *Other Expenses of Issuance and Distribution.***

Set forth below are the expenses (other than underwriting discounts and the structuring fee) expected to be incurred by the registrant and paid by NEER in connection with the issuance and distribution of the securities registered hereby. With the exception of the SEC registration fee, the FINRA filing fee and the NYSE listing fee, the amounts set forth below are estimates.

| | |
|------------------------------------|---------------|
| SEC registration fee | \$ 50,546 |
| FINRA filing fee | 83,500 |
| NYSE listing fee | 202,000 |
| Printing and engraving expenses | 600,000 |
| Fees and expenses of legal counsel | 6,900,000 |
| Tax advisory costs | 8,400,000 |
| Accounting fees and expenses | 1,500,000 |
| Transfer agent and registrar fees | 20,000 |
| Miscellaneous | 1,500,000 |
| Total | \$ 19,256,046 |

Item 16. *Exhibits and Financial Statement Schedules.*

The exhibit index attached hereto is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Juno Beach, State of Florida, on June 23, 2014.

NextEra Energy Partners, LP
 By: NextEra Energy Partners GP, Inc.,

its general partner

By: /s/ Charles E. Sieving
 Name: Charles E. Sieving
 Title: General Counsel

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and the dates indicated.

| Signature | Title | Date |
|-----------------------|---|---------------|
| * | Chairman of the Board, Chief Executive Officer and Director (Principal Executive Officer) | June 23, 2014 |
| James L. Robo | | |
| * | Chief Financial Officer and Director (Principal Financial Officer) | June 23, 2014 |
| Moray P. Dewhurst | | |
| * | President and Director | June 23, 2014 |
| Armando Pimentel, Jr. | | |
| * | General Counsel and Director | June 23, 2014 |
| Charles E. Sieving | | |
| * | Controller and Chief | June 23, 2014 |
| Chris N. Froggatt | Accounting Officer (Principal Accounting Officer) | |

*By: /s/ Charles E. Sieving
 Attorney-in-fact

EXHIBIT INDEX

| Number | Description |
|---------------|--|
| 1.1 | Form of Underwriting Agreement. |
| 3.1** | Certificate of Limited Partnership of NEE Partners. |
| 3.2** | Form of Amended and Restated Agreement of Limited Partnership of NEE Partners. |
| 3.3** | Certificate of Limited Partnership of NEE Operating LP. |
| 3.4** | Form of Amended and Restated Agreement of Limited Partnership of NEE Operating LP. |
| 3.5** | Certificate of Incorporation of our general partner. |
| 3.6** | Bylaws of our general partner. |
| 5.1 | Opinion of Skadden, Arps, Slate, Meagher & Flom LLP with respect to the legality of the common units registered. |
| 10.1** | Form of Management Services Agreement by and among NEE Partners, NEE Operating GP, NEE Operating LP and NEE Management. |
| 10.2** | Form of ROFO Agreement by and among NEE Operating LP, NEE Partners and NEER. |
| 10.3** | Form of Purchase Agreement by and between NEE Partners and NEE Equity. |
| 10.4** | Form of Equity Purchase Agreement by and between NEE Operating LP and NEE Partners. |
| 10.5** | Form of Exchange Agreement by and among NEE Partners, NEE Equity and NEE Operating LP. |
| 10.6** | Form of Registration Rights Agreement by and between NEE Partners and NextEra. |
| 10.7** | Form of Indemnity Agreement. |
| 10.8* | Revolving Credit Facility by and among NEEC and NextEra Energy US Partners Holdings, LLC, as borrowers, NEE Operating LP, as guarantor, and the lenders party thereto. |
| 10.9** | Form of NEE Partners 2014 Long Term Incentive Plan. |
| 10.10 | Form of Cash Sweep and Credit Support Agreement by and between NEE Operating LP and NEER |
| 21.1** | Subsidiaries of the Registrant. |
| 23.1 | Consent of Skadden, Arps, Slate, Meagher & Flom LLP (included in Exhibit 5.1). |
| 23.2** | Consent of Deloitte & Touche LLP, independent public registered accounting firm, with respect to the audited financial information of NEE Partners. |
| 23.3** | Consent of Deloitte & Touche LLP, independent public registered accounting firm, with respect to the audited financial information of our accounting predecessor. |
| 24.1** | Powers of Attorney. |
| 99.1** | Consent of Robert Byrne. |
| 99.2** | Consent of Peter H. Kind. |

* To be filed by amendment.

** Previously filed.