

PG&E CORP
Form 8-K
May 13, 2011

Table of Contents

**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: May 13, 2011
(Date of earliest event reported)
PG&E CORPORATION
(Exact Name of Registrant as specified in Charter)**

| | | |
|--|--------------------------|-----------------------------------|
| California | 1-12609 | 94-3234914 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|--------------|
| One Market, Spear Tower, Suite 2400, San Francisco, CA | 94105 |
| (Address of principal executive offices) | (Zip code) |
| 415-267-7000 | |
| (Registrant's Telephone Number, Including Area Code) | |
| N/A | |

(Former Name or Former Address, if Changed Since Last Report)
PACIFIC GAS AND ELECTRIC COMPANY
(Exact Name of Registrant as specified in Charter)

| | | |
|--|--------------------------|-----------------------------------|
| California | 1-2348 | 94-0742640 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|--------------|
| 77 Beale Street, P. O. Box 770000, San Francisco, California | 94177 |
| (Address of principal executive offices) | (Zip code) |
| (415) 973-7000 | |
| (Registrant's Telephone Number, Including Area Code) | |
| N/A | |

(Former Name or Former Address, if Changed Since Last Report)

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)

- 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))
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TABLE OF CONTENTS

Item 8.01. Other Events

Item 9.01. Financial Statements and Exhibits

SIGNATURES

EXHIBIT INDEX

EX-1.1

EX-4.1

EX-5.1

Table of Contents

Item 8.01. Other Events

On May 13, 2011, Pacific Gas and Electric Company completed its sale of \$300,000,000 aggregate principal amount of its 4.25% Senior Notes due May 15, 2021. For further information concerning the notes, refer to the exhibits attached to this report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

- | | |
|-----|--|
| 1.1 | Underwriting Agreement, dated May 10, 2011 in connection with the offering of \$300,000,000 aggregate principal amount of Pacific Gas and Electric Company's 4.25% Senior Notes due May 15, 2021. |
| 4.1 | Thirteenth Supplemental Indenture dated as of May 13, 2011 relating to the issuance of \$300,000,000 aggregate principal amount of Pacific Gas and Electric Company's 4.25% Senior Notes due May 15, 2021. |
| 4.2 | Specimen of 4.25% Senior Notes due May 15, 2021 (included as Exhibit A to Thirteenth Supplemental Indenture filed as Exhibit 4.1). |
| 5.1 | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes. |

Table of Contents

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

PG&E CORPORATION

By: /s/ Linda Y.H. Cheng
Linda Y.H. Cheng
Vice President, Corporate Governance
and Corporate Secretary

Dated: May 13 , 2011

PACIFIC GAS AND ELECTRIC
COMPANY

By: /s/ Linda Y.H. Cheng
Linda Y.H. Cheng
Vice President, Corporate Governance
and Corporate Secretary

Dated: May 13, 2011

Table of Contents

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