

CLECO CORP  
Form 8-K  
November 15, 2004

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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): **November 9, 2004**

**CLECO CORPORATION**

(Exact name of registrant as specified in its charter)

**Louisiana**  
(State or other jurisdiction  
of incorporation)

**1-15759**  
(Commission File Number)

**72-1445282**  
(IRS Employer  
Identification No.)

**2030 Donahue Ferry Road**  
**Pineville, Louisiana**  
(Address of principal  
executive offices)

**71360-5226**  
(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:

- 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))
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Opinion of R. O'Neal Chadwick, Jr.

Press Release issued November 9, 2004

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**Item 8.01 Other Events.**

On November 9, 2004, Cleco Corporation (the Company) entered into an Underwriting Agreement with Goldman, Sachs & Co. (the Underwriter) for the public offering of 1,750,000 shares of the Company's common stock, with an additional 250,000 shares of the Company's common stock issuable pursuant to an over-allotment option granted to the Underwriter (the Shares). The Shares were registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to the shelf registration statement (Registration No. 333-55656) of the Company, as supplemented by the Prospectus Supplement dated November 9, 2004 relating to the Shares filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act. Closing of the issuance and sale of the Shares is scheduled for November 15, 2004.

**Item 9.01 Financial Statements and Exhibits.**

(c) Exhibits.

The following exhibits are furnished herewith:

- 1.1 Underwriting Agreement dated November 9, 2004 by and between the Company and the Underwriter.
  - 5.1 Opinion of R. O Neal Chadwick, Jr., Senior Vice President and General Counsel of the Company, as to the legality of the Shares.
  - 99.1 Press Release issued November 9, 2004 relating to the offering of the Shares.
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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 thereunto duly authorized.

CLECO CORPORATION

Date: November 15, 2004

By:           /s/ Kathleen F. Nolen          

Kathleen F. Nolen  
Treasurer

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**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Exhibit Description</b>
1.1	Underwriting Agreement dated November 9, 2004 by and between the Company and the Underwriter.
5.1	Opinion of R. O Neal Chadwick, Jr., Senior Vice President and General Counsel of the Company, as to the legality of the Shares.
99.1	Press Release issued November 9, 2004 relating to the offering of the Shares.