

VECTREN CORP  
Form 8-K  
March 24, 2014

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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) March 24, 2014

VECTREN CORPORATION  
(Exact name of registrant as specified in its charter)

| Commission<br>File No. | Registrant, State of Incorporation, Address,<br>and Telephone Number   | I.R.S Employer<br>Identification No. |
|------------------------|--|--------------------------------------|
| 1-15467                | Vectren Corporation<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000            | 35-2086905                           |
| 1-16739                | Vectren Utility Holdings, Inc.<br>(An Indiana Corporation)<br>One Vectren Square,<br>Evansville, Indiana 47708<br>(812) 491-4000 | 35-2104850                           |

Former name or address, if changed since last report:  
N/A

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))

Item 7.01. Regulation FD Disclosure

Included herein is information related to Southern Indiana Gas & Electric Company (SIGECO), a wholly-owned subsidiary of Vectren Utility Holdings, Inc. (Utility Holdings). Utility Holdings is a wholly-owned subsidiary of Vectren Corporation (the Company).

Exhibit 99.1 to this Current Report on Form 8-K includes audited financial statements for the years ended December 31, 2013 and 2012, an abbreviated analysis of results of operations, and operating statistics. These financial statements are not intended to comply with Regulation S-X or Regulation S-K as SIGECO is not a registrant.

In accordance with SEC Release No. 33-8176, the information contained in the audited financial statements shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended.

In connection with the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, the Company is hereby furnishing cautionary statements identifying important factors that could cause actual results of the Company and its subsidiaries, including Vectren Utility Holdings, Inc and Southern Indiana Gas and Electric Company, to differ materially from those projected in forward-looking statements of the Company and its subsidiaries made by, or on behalf of, the Company and its subsidiaries. These cautionary statements are attached as Exhibit 99.2.

Item 9.01 Exhibits

(d) Exhibits

The exhibits listed below are furnished herewith.

| Exhibit Number | Description   |
|----------------|---|
| 99.1           | Reporting Package of Southern Indiana Gas & Electric Company  |
| 99.2           | Cautionary Statement for Purposes of the "Safe Harbor" Provisions of the Private Securities Litigation Reform Act of 1995 |

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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.

VECTREN CORPORATION  
VECTREN UTILITY HOLDINGS, INC.

March 24, 2014

By: /s/ M. Susan Hardwick  
M. Susan Hardwick  
Senior Vice President, Finance and Assistant Treasurer

INDEX TO EXHIBITS

The following Exhibits are filed as part of this Report to the extent described in Item 7.01:

| Exhibit<br>Number | Description  |
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| 99.2              | Cautionary Statement for Purposes of the "Safe Harbor" Provisions of the Private Securities<br>Litigation Reform Act of 1995 |