

PG&E Corp  
Form 8-K  
February 21, 2014

**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: February 21, 2014**

**(Date of earliest event reported)**

**PG&E CORPORATION**

**(Exact Name of Registrant as specified in Charter)**

**California**  
**(State or other jurisdiction of**

**incorporation)**

**77 Beale Street, P. O. Box 770000, San Francisco, California**

**1-12609**  
**(Commission**

**File Number)**

**94-3234914**  
**(IRS Employer**

**Identification No.)**

**94177**

(Address of principal executive offices) (Zip code)  
(415) 973-1000

(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<br>(State or other jurisdiction of<br>incorporation)  | 1-2348<br>(Commission<br>File Number) | 94-0742640<br>(IRS Employer<br>Identification No.) |
| 77 Beale Street, P. O. Box 770000, San Francisco, California<br>(Address of principal executive offices)<br>(415) 973-7000 |                                       | 94177<br>(Zip code)                                |

(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)
- .. Soliciting Material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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- .. 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 8.01. Other Events**

On February 21, 2014, Pacific Gas and Electric Company completed its sale of \$450,000,000 aggregate principal amount of its 3.75% Senior Notes due February 15, 2024 and \$450,000,000 aggregate principal amount of its 4.75% Senior Notes due February 15, 2044. For further information concerning the notes, refer to the exhibits attached to this report.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 1.1                | Amended Form of Underwriting Agreement.   |
| 4.1                | Twenty-First Supplemental Indenture, dated as of February 21, 2014, relating to the issuance of \$450,000,000 aggregate principal amount of Pacific Gas and Electric Company's 3.75% Senior Notes due February 15, 2024 and \$450,000,000 aggregate principal amount of its 4.75% Senior Notes due February 15, 2044. |
| 4.2                | Specimen of 3.75% Senior Notes due February 15, 2024 (included as Exhibit A to Twenty-First Supplemental Indenture filed as Exhibit 4.1).   |
| 4.3                | Specimen of 4.75% Senior Notes due February 15, 2044 (included as Exhibit B to Twenty-First Supplemental Indenture filed as Exhibit 4.1).   |
| 5.1                | Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the notes.  |

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: February 21, 2014

PACIFIC GAS AND ELECTRIC COMPANY

By: /s/ Linda Y.H. Cheng

Linda Y.H. Cheng

Vice President, Corporate Governance and Corporate  
Secretary

Dated: February 21, 2014

EXHIBIT INDEX

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