

NORTHEAST UTILITIES  
Form 8-K  
May 16, 2013

**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): **May 15, 2013 (May 13, 2013)**

**NORTHEAST UTILITIES**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of organization)

**001-5324**  
(Commission File Number)

**04-2147929**  
(I.R.S. Employer  
Identification No.)

**One Federal Street, Building 111-4**

**Springfield, Massachusetts**  
(Address of principal executive offices)

**01105**  
(Zip Code)

Registrant's telephone number, including area code: **(860) 665-5000**

**Not Applicable**

(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)

..

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))



## Section 2

### Financial Information

#### Item 2.03.

##### **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement or a Registrant**

On May 13, 2013, Northeast Utilities ( NU ) issued \$300,000,000 aggregate principal amount of its Senior Notes, Series E, Due 2018 (the 2018 Notes ) and \$450,000,000 of its Senior Notes, Series F, Due 2023 (the 2023 Notes ) and, together with the 2018 Notes, the Notes ), pursuant to an Underwriting Agreement, dated May 8, 2013, among NU, and Citigroup Global Markets, Inc., Goldman, Sachs & Co., J.P. Morgan Securities LLC and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representatives of the several underwriters named therein. The Notes are NU s unsecured obligations and were issued under a Fifth Supplemental Indenture, dated as of May 1, 2013, between NU and The Bank of New York Mellon Trust Company, N.A., supplementing the Indenture between NU and The Bank of New York Mellon Trust Company, N.A. (as successor trustee), dated as of April 1, 2002. Interest on the 2018 Notes is payable semi-annually on May 1 and November 1 of each year, beginning November 1, 2013, at the rate of 1.45% per year, and interest on the 2023 Notes is payable semi-annually on May 1 and November 1 of each year, beginning November 1, 2013, at the rate of 2.80% per year. The 2018 Notes will mature on May 1, 2018, and the 2023 Notes will mature on May 1, 2023.

## Section 9

### Financial Statements and Exhibits

#### Item 9.01.

##### **Financial Statements and Exhibits**

(d)

Exhibits

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                        |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------|
| 1                  | Underwriting Agreement, dated May 8, 2013, among Northeast Utilities and the Underwriters named therein.                                  |
| 4.1                | Fifth Supplemental Indenture establishing the terms of the Notes, dated May 1, 2013, between Northeast Utilities and The Bank of New York |

Edgar Filing: NORTHEAST UTILITIES - Form 8-K

- Mellon Trust Company, N.A., as Trustee
- 4.2 Form of 2018 Notes (included as Exhibit A to the Fifth Supplemental Indenture filed herewith as Exhibit 4.1)
  - 4.3 Form of 2023 Notes (included as Exhibit B to the Fifth Supplemental Indenture filed herewith as Exhibit 4.1)
  - 5 Legal opinion of Richard J. Morrison, Esq. relating to the validity of the Notes (includes consent)

[The remainder of this page left blank intentionally.]

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**NORTHEAST UTILITIES**

(Registrant)

May 15, 2013

By:

/S/ PHILIP J. LEMBO

Philip J. Lembo

Vice President and Treasurer



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                                                                                                                                                               |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                  | Underwriting Agreement, dated May 8, 2013, among Northeast Utilities and the Underwriters named therein.                                                                         |
| 4.1                | Fifth Supplemental Indenture establishing the terms of the Notes, dated May 1, 2013, between Northeast Utilities and The Bank of New York Mellon Trust Company, N.A., as Trustee |
| 4.2                | Form of 2018 Notes (included as <u>Exhibit A</u> to the Fifth Supplemental Indenture filed herewith as Exhibit 4.1)                                                              |
| 4.3                | Form of 2023 Notes (included as <u>Exhibit B</u> to the Fifth Supplemental Indenture filed herewith as Exhibit 4.1)                                                              |
| 5                  | Legal opinion of Richard J. Morrison, Esq. relating to the validity of the Notes (includes consent)                                                                              |