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EL PASO CORP/DE  
Form 8-K  
December 26, 2001

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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): DECEMBER 20, 2001

EL PASO CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

1-14365  
(COMMISSION FILE NUMBER)

76-05  
(I.R.S. EMPLOYER I

EL PASO BUILDING  
1001 LOUISIANA STREET  
HOUSTON, TEXAS 77002  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (ZIP CODE)

(713) 420-2600  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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ITEM 5. OTHER EVENTS

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El Paso Corporation, a Delaware corporation (the "Registrant"), filed a shelf registration statement on Form S-3 (Registration No. 333-59704) on April 27, 2001 (the "Registration Statement"), under the Securities Act of 1933. The Securities Exchange Commission declared the Registration Statement effective on May 4, 2001. The Registrant supplemented the Registration Statement with a Prospectus Supplement dated December 20, 2001 filed under the Securities Act of 1933. On December 20, 2001, the Registrant entered into an Underwriting Agreement with J.P. Morgan Securities Inc. (the "Underwriting Agreement") in connection with the Registrant's public offering and sale of up to 17,647,059 shares of common stock (plus an additional 2,647,059 shares of common stock issued upon the underwriter's exercise of its over-allotment option in full, for a total of up to 20,294,118 shares of common stock) (collectively, the "Shares"). This Current Report on Form 8-K is being filed for the purpose of filing exhibits to the Registration Statement relating to the public offering of the Shares, and all such exhibits are hereby incorporated into the Registration Statement by reference.

### ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

#### (c) EXHIBITS

- |      |    |   |
|------|----|---|
| 1.1  | -- | Underwriting Agreement, dated December 20, 2001, between El Paso Corporation and J.P. Morgan Securities Inc.      |
| 5.1  | -- | Opinion of Andrews & Kurth, Mayor, Day, Caldwell & Keeton L.L.P. as to the legality of the securities registered. |
| 23.1 | -- | Consent of Andrews & Kurth, Mayor, Day, Caldwell & Keeton L.L.P. (included in Exhibit 5.1).                       |

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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.

EL PASO CORPORATION

By: /s/ Jeffrey I. Beason

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Name: Jeffrey I. Beason  
Title: Senior Vice President and  
Controller

Date: December 26, 2001

EXHIBIT INDEX

Exhibit No.  
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