

FPL GROUP INC
Form 8-K
May 18, 2010

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 earliest event reported: May 18, 2010

| Commission File Number | Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number | IRS Employer Identification Number |
|------------------------------|---|---|
| 1-8841 | FPL GROUP, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000 | 59-2449419 |

State or other jurisdiction of incorporation or organization: Florida

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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SECTION 8 – OTHER EVENTS

Item 8.01 Other Events

On May 18, 2010, FPL Group Capital Inc, a wholly-owned subsidiary of FPL Group, Inc. (FPL Group), sold \$250 million principal amount of its Debentures, 2.55% Series due November 15, 2013, which debentures are guaranteed by FPL Group. The debentures were registered under the Securities Act of 1933 pursuant to Registration Statement Nos. 333-160987, 333-160987-01, 333-160987-02, 333-160987-03, 333-160987-04, 333-160987-05, 333-160987-06, 333-160987-07 and 333-160987-08. This Current Report on Form 8-K is being filed to report as exhibits certain documents executed in connection with the sale of the debentures.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed pursuant to Item 8.01 herein.

| Exhibit Number | Description |
|----------------|--|
| 4 | Officer's Certificate of FPL Group Capital Inc, dated May 18, 2010, creating the Debentures, 2.55% Series due November 15, 2013 |
| 5(a) | Opinion and Consent, dated May 18, 2010, of Squire, Sanders & Dempsey L.L.P., counsel to FPL Group, Inc. and FPL Group Capital Inc, with respect to the Debentures, 2.55% Series due November 15, 2013 |
| 5(b) | Opinion and Consent, dated May 18, 2010, of Morgan, Lewis & Bockius LLP, counsel to FPL Group, Inc. and FPL Group Capital Inc, with respect to the Debentures, 2.55% Series due November 15, 2013 |

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.

FPL GROUP, INC.
(Registrant)

Date: May 18, 2010

CHRIS N.
FROGGATT
Chris N. Froggatt
Vice President,
Controller and
Chief Accounting
Officer

