

PUBLIC SERVICE ENTERPRISE GROUP INC  
Form 8-K  
November 08, 2016

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): November 3, 2016

**PUBLIC SERVICE ENTERPRISE GROUP INCORPORATED**

(Exact name of registrant as specified in its charter)

New Jersey

001-09120

22-2625848

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

**80 Park Plaza**

Newark, New Jersey 07102

(Address of principal executive offices) (Zip Code)

973-430-7000

(Registrant's telephone number, including area code)

<http://www.pseg.com>

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))

**Item 8.01. Other Events**

On November 8, 2016, Public Service Enterprise Group Incorporated (“PSEG”) completed a public offering of \$400.0 million aggregate principal amount of its 1.600% Senior Notes due 2019 (the “2019 Notes”) and \$300.0 million aggregate principal amount of its 2.000% Senior Notes due 2021 (the “2021 Notes” and together with the 2019 Notes, the “Notes”). The Notes were offered and sold by PSEG pursuant to a registration statement on Form S-3 (File No. 333-200352) (the “Registration Statement”) and the related Prospectus dated November 18, 2014 and Prospectus Supplement dated November 3, 2016. The Notes were issued pursuant to an underwriting agreement (the “Underwriting Agreement”), dated November 3, 2016, between PSEG and Barclays Capital Inc., J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein (the “Underwriters”). Pursuant to the Underwriting Agreement and subject to the terms and conditions expressed therein, PSEG agreed to sell the Notes to the Underwriters, and the Underwriters agreed to purchase the Notes for resale to the public. The Underwriting Agreement is filed as Exhibit 1 hereto. The Notes are governed by an indenture, dated as of November 1, 1998 (the “Indenture”), between PSEG and U.S. Bank National Association, as successor trustee. The Indenture, the form of 2019 Note and the form of 2021 Note are filed as Exhibits 4-1, 4-2 and 4-3 hereto, respectively. The Underwriting Agreement, Indenture, the form of 2019 Note and the form of 2021 Note are incorporated by reference into the Registration Statement.

In connection with the offering of the Notes, PSEG is filing herewith as Exhibit 5 an opinion of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation, addressing the legality of the Notes. Such opinion is incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 1 Underwriting Agreement, dated November 3, 2016, between PSEG and Barclays Capital Inc., J.P. Morgan Securities LLC and RBC Capital Markets, LLC, as representatives of the several underwriters named therein.

Exhibit 4-1 Indenture dated as of November 1, 1998 between PSEG and U.S. Bank National Association (as successor to First Union National Bank), as Trustee (incorporated by reference to Exhibit 4(f) to the Annual Report on Form 10-K for the year ended December 31, 1998, File No. 001-09120).

Exhibit 4-2 Form of 2019 Note.

Exhibit 4-3 Form of 2021 Note.

Exhibit 5 Opinion of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation, addressing the legality of the Notes.

Exhibit 23 Consent of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation  
(included in Exhibit 5).  
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**SIGNATURE**

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.

**PUBLIC SERVICE ENTERPRISE GROUP  
INCORPORATED**

(Registrant)

By: /s/ Stuart J. Black  
Stuart J. Black

Vice President and Controller

(Principal Accounting Officer)

Date: November 8, 2016