

ALLIANT ENERGY CORP
Form S-8
August 13, 2010

As filed with the United States Securities and Exchange Commission on August 13, 2010

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8
REGISTRATION STATEMENT**

Under

THE SECURITIES ACT OF 1933

ALLIANT ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

39-1380265
(I.R.S. Employer
Identification No.)

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4902 North Biltmore Lane

Madison, Wisconsin
(Address of principal executive offices)

53718
(Zip Code)

Alliant Energy Corporation 2010 Omnibus Incentive Plan

(Full title of the plan)

F.J. Buri
Corporate Secretary
Alliant Energy Corporation
4902 North Biltmore Lane
Madison, Wisconsin 53718
(608) 458-3311
(Name, address and telephone number,
including area code, of agent for service)

Copy to:
Benjamin F. Garmer, III
Foley & Lardner LLP
777 East Wisconsin Avenue
Milwaukee, Wisconsin 53202
(414) 271-2400

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered (1) | Proposed | Proposed | Amount of Registration Fee |
|--------------------------------------|-----------------------------|----------------------------------|----------------------------------|----------------------------|
| | | Maximum Offering Price Per Share | Maximum Aggregate Offering Price | |

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| | | | | |
|--------------------------------|------------------|------------|------------------|----------|
| Common Stock, \$0.01 par value | 4,500,000 shares | \$34.91(2) | \$157,095,000(2) | \$11,201 |
| Common Share Purchase Rights | 4,500,000 rights | (3) | (3) | (3) |

- (1) Pursuant to Rule 416 under the Securities Act of 1933, this Registration Statement also covers an indeterminate number of additional shares of Common Stock that may become issuable as a result of stock splits, stock dividends or similar transactions pursuant to the anti-dilution provisions of the Alliant Energy Corporation 2010 Omnibus Incentive Plan.
- (2) Estimated pursuant to Rule 457(c) and (h) under the Securities Act of 1933 solely for the purpose of calculating the registration fee based on the average of the high and low prices for Alliant Energy Corporation Common Stock on the New York Stock Exchange on August 6, 2010.
- (3) The value attributable to the Common Share Purchase Rights is reflected in the market price of the Common Stock to which the Rights are attached.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The document or documents containing the information specified in Part I are not required to be filed with the Securities and Exchange Commission (the Commission) as part of this Form S-8 Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed with the Commission by Alliant Energy Corporation (hereinafter referred to as the Company or the Registrant) are hereby incorporated herein by reference:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009.
2. The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010.
3. The Company's Current Reports on Form 8-K, dated February 10, 2010, May 20, 2010, May 28, 2010, June 3, 2010 and June 10, 2010.
4. The description of the Company's Common Stock contained in Item 4 of the Company's Registration Statement on Form 8-B, dated April 1, 1988, and any amendment or report updating that description.
5. The description of the Company's Common Share Purchase Rights contained in Item 1 of the Company's Registration Statement on Form 8-A, dated January 20, 1999, as amended by Amendment No. 1 on Form 8-A/A, dated December 11, 2008, and any other amendment or report updating that description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934 after the date of filing of this Registration Statement and prior to such time as the Company files a post-effective amendment to this Registration Statement that indicates that all securities offered hereby have been sold or that deregisters all securities then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Pursuant to the provisions of the Wisconsin Business Corporation Law and Article VIII of the Company's Bylaws, directors and officers of the Company are entitled to mandatory indemnification from the Company against certain liabilities (which may include liabilities under the Securities Act of 1933) and expenses (i) to the extent such officers or directors are successful in the defense of a proceeding; and (ii) in proceedings in which the director or officer is not successful in defense thereof, unless it is determined that the director or officer breached or failed to perform his or her duties to the Company and such breach or failure constituted: (a) a willful failure to deal fairly with the Company or its shareowners in connection with a matter in which the director or officer had a material conflict of interest; (b) a violation of criminal law unless the director or officer had a reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; (c) a transaction from which the director or officer derived an improper personal profit; or (d) willful misconduct. Additionally, under the Wisconsin Business Corporation Law, directors of the Company are not subject to personal liability to the Company, its shareowners or any person asserting rights on behalf thereof, for certain breaches or failures to perform any duty resulting solely from their status as directors, except in circumstances paralleling those outlined in (a) through (d) above.

The indemnification provided by the Wisconsin Business Corporation Law and the Company's Bylaws is not exclusive of any other rights to which a director or officer of the Company may be entitled. The Company also carries directors' and officers' liability insurance.

Item 7. Exemption from Registration Claimed.

Not Applicable.

Item 8. Exhibits.

The exhibits filed herewith or incorporated herein by reference are set forth in the attached Exhibit Index.

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities, in a primary offering of securities of the Registrant pursuant to this Registration Statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the Registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(i) Any preliminary prospectus or prospectus of the Registrant relating to the offering required to be filed pursuant to Rule 424 under the Securities Act of 1933;

(ii) Any free writing prospectus relating to the offering prepared by or on behalf of the Registrant or used or referred to by the Registrant;

(iii) The portion of any other free writing prospectus relating to the offering containing material information about the Registrant or its securities provided by or on behalf of the Registrant; and

(iv) Any other communication that is an offer in the offering made by the Registrant to the purchaser.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934 that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the

question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Madison, State of Wisconsin, on this 13th day of August, 2010.

ALLIANT ENERGY CORPORATION

By: /s/ William D. Harvey
 William D. Harvey
Chairman, President and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|-----------------|
| /s/ William D. Harvey William D. Harvey | Chairman, President and Chief Executive Officer (Principal Executive Officer) | August 13, 2010 |
| /s/ Patricia L. Kampling Patricia L. Kampling | Executive Vice President-Chief Financial Officer and Treasurer (Principal Financial Officer) | August 13, 2010 |
| /s/ Thomas L. Hanson Thomas L. Hanson | Vice President-Controller and Chief Accounting Officer (Principal Accounting Officer) | August 13, 2010 |
| * Michael L. Bennett | Director | August 13, 2010 |
| * Darryl B. Hazel | Director | August 13, 2010 |
| * Singleton B. McAllister | Director | August 13, 2010 |
| * Ann K. Newhall | Director | August 13, 2010 |

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| Signature | Title | Date |
|-------------------|----------|-----------------|
| Dean C. Oestreich | Director | August 13, 2010 |
| David A. Perdue | Director | August 13, 2010 |
| Judith D. Pyle | Director | August 13, 2010 |
| Carol P. Sanders | Director | August 13, 2010 |

*By: /s/ William D. Harvey
William D. Harvey
Attorney-in-Fact

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EXHIBIT INDEX

| Exhibit Number | Exhibit Description |
|----------------|--|
| (4.1) | Restated Articles of Incorporation of Alliant Energy Corporation (Alliant Energy), as amended (incorporated by reference to Exhibit 4.1 to Alliant Energy s Registration Statement on Form S-8, dated July 26, 2004 (Reg. No. 333-117654)). |
| (4.2) | Alliant Energy Corporation 2010 Omnibus Incentive Plan (incorporated by reference to Appendix A to Alliant Energy s definitive proxy statement filed on Schedule 14A on April 1, 2010 (File No. 1-9894)). |
| (4.3) | Amended and Restated Rights Agreement, dated as of December 11, 2008, between Alliant Energy and Wells Fargo Bank, N.A. (incorporated by reference to Exhibit 4.1 to Alliant Energy s Registration Statement on Form 8-A/A, dated December 11, 2008 (File No. 1-9894)). |
| (4.4) | Senior Note Indenture, dated as of September 30, 2009, between Alliant Energy and Wells Fargo Bank, N.A. (incorporated by reference to Exhibit 4.28 to Alliant Energy s Registration Statement on Form S-3 (Reg. No. 333-162214)). |
| (4.5) | Officer s Certificate, dated as of September 30, 2009, creating Alliant Energy s 4.00% senior notes due October 15, 2014 (incorporated by reference to Exhibit 4.2 to Alliant Energy s Form 8-K, dated September 30, 2009 (File No. 1-9894)). |
| (4.6) | Indenture (For Senior Unsecured Debt Securities), dated as of August 1, 1997, between Interstate Power and Light Company (IPL) and The Bank of New York Mellon Trust Co., N.A. (formerly known as (f/k/a) The Bank of New York Trust Co., N.A.), successor, as Trustee (incorporated by reference to Exhibit 4(j) to IPL s Registration Statement on Form S-3 (Reg. No. 333-32097)). |
| (4.7) | Indenture (For Senior Unsecured Debt Securities), dated as of August 20, 2003, between IPL and The Bank of New York Mellon Trust Co., N.A. (f/k/a The Bank of New York Trust Co., N.A.), as Trustee (incorporated by reference to Exhibit 4.11 to IPL s Registration Statement on Form S-3 (Reg. No. 333-108199)). |
| (4.8) | Officers Certificate, dated as of March 6, 2001, creating IPL s 6-3/4% Senior Debentures due March 15, 2011 (incorporated by reference to Exhibit 4 to IPL s Form 8-K, dated March 6, 2001 (File No. 0-4117-1)). |
| (4.9) | Officer s Certificate, dated as of September 10, 2003, creating IPL s 5.875% Senior Debentures due September 15, 2018 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated September 10, 2003 (File No. 0-4117-1)). |
| (4.10) | Officer s Certificate, dated as of October 14, 2003, creating IPL s 6.45% Senior Debentures due October 15, 2033 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated October 14, 2003 (File No. 0-4117-1)). |

- (4.11) Officer s Certificate, dated as of May 3, 2004, creating IPL s 6.30% Senior Debentures due May 1, 2034 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated May 3, 2004 (File No. 0-4117-1)).
- (4.12) Officer s Certificate, dated as of August 2, 2004, reopening IPL s 6.30% Senior Debentures due May 1, 2034 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated August 2, 2004 (File No. 0-4117-1)).
- (4.13) Officer s Certificate, dated as of July 18, 2005, creating IPL s 5.50% Senior Debentures due July 15, 2025 (incorporated by reference to Exhibit 4 to IPL s Form 8-K, dated July 18, 2005 (File No. 0-4117-1)).
- (4.14) Officer s Certificate, dated as of October 1, 2008, creating IPL s 7.25% Senior Debentures due October 1, 2018 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated October 1, 2008 (File No. 0-4117-1)).
- (4.15) Officer s Certificate, dated as of July 7, 2009, creating IPL s 6.25% Senior Debentures due July 15, 2039 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated July 7, 2009 (File No. 0-4117-1)).
- (4.16) Officer s Certificate, dated June 10, 2010, creating IPL s 3.30% Senior Debentures due June 15, 2015 (incorporated by reference to Exhibit 4.1 to IPL s Form 8-K, dated June 10, 2010 (File No. 0-4117-1)).
- (4.17) Indenture, dated as of June 20, 1997, between Wisconsin Power and Light Company (WPL) and Wells Fargo Bank, N.A., Successor, as Trustee (incorporated by reference to Exhibit 4.33 to Amendment No. 2 to WPL s Registration Statement on Form S-3 (Reg. No. 033-60917)).
- (4.18) Officers Certificate, dated as of July 28, 2004, creating WPL s 6.25% debentures due July 31, 2034 (incorporated by reference to Exhibit 4.1 to WPL s Form 8-K, dated July 30, 2004 (File No. 0-337)).
- (4.19) Officers Certificate, dated as of August 8, 2007, creating WPL s 6.375% debentures due August 15, 2037 (incorporated by reference to Exhibit 4.1 to WPL s Form 8-K, dated August 8, 2007 (File No. 0-337)).
- (4.20) Officer s Certificate, dated as of October 1, 2008, creating WPL s 7.60% Debentures due October 1, 2038 (incorporated by reference to Exhibit 4.2 to WPL s Form 8-K, dated October 1, 2008 (File No. 0-337)).
- (4.21) Officers Certificate, dated as of July 7, 2009, creating WPL s 5.00% Debentures due July 15, 2019 (incorporated by reference to Exhibit 4.2 to WPL s Form 8-K, dated July 7, 2009 (File No. 0-337)).
- (4.22) Officers Certificate, dated June 10, 2010, creating WPL s 4.60% Debentures due June 15, 2020 (incorporated by reference to Exhibit 4.2 to WPL s Form 8-K, dated June 10, 2010 (File No. 0-337)).

Pursuant to Item 601(b)(4)(iii) of Regulation S-K, Alliant Energy agrees to furnish to the Securities and Exchange Commission, upon request, any instrument defining the rights of holders of long-term debt not being registered that is not filed as an exhibit to this Registration Statement on Form S-3. No such instrument authorizes securities in excess of 10% of the total assets of Alliant Energy.

- (5) Opinion of Foley & Lardner LLP.
- (23.1) Consent of Deloitte & Touche LLP.
- (23.2) Consent of Foley & Lardner LLP (contained in Exhibit (5)).
- (24) Powers of Attorney.

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