

AES CORP
Form 8-K
May 18, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 12, 2015

THE AES CORPORATION
(Exact name of registrant as specified in its charter)

DELAWARE
(State
of incorporation)

011-12291
(Commission
File Number)
4300 Wilson Boulevard, Suite 1100

54-11263725
(IRS Employer
Identification No.)

Arlington, Virginia 22203

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (703) 522-1315

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:

- .. 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 1.01 Entry into a Material Definitive Agreement.

On May 18, 2015, The AES Corporation (the *Company*) closed its previously announced underwritten secondary public offering (the *Offering*) of an aggregate of 59,468,788 shares (the *Offered Shares*) of the *Company*'s common stock by Terrific Investment Corporation (the *Selling Stockholder*), a subsidiary controlled by China Investment Corporation, with 39,468,778 shares offered to the public at \$13.25 per share. As part of the *Offering*, the *Company* purchased the remaining 20,000,000 shares of the *Company*'s common stock from Morgan Stanley & Co. LLC, as underwriter (the *Underwriter*) at the price paid by the *Underwriter* to the *Selling Stockholder* in the *Offering*, for an aggregate purchase price of \$261,400,000.

In connection with the *Offering*, the *Company* entered into an underwriting agreement (the *Underwriting Agreement*) with the *Selling Stockholder* and the *Underwriter*, pursuant to which the *Selling Stockholder* agreed to sell the *Offered Shares* to the *Underwriter*.

Following the closing of the *Offering*, the *Selling Stockholder* will have fully sold its stake in the *Company*'s common stock. The *Company* will not receive any proceeds from the sale of the *Offered Shares* in the *Offering*.

The foregoing description of the *Underwriting Agreement* is qualified in its entirety by reference to such *Underwriting Agreement*, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. A copy of the *Underwriting Agreement* has been included to provide security holders with information regarding its terms. It is not intended to provide any other factual information about the *Company* or the *Selling Stockholder*. Security holders are not third-party beneficiaries under the *Underwriting Agreement* and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the *Company*.

In connection with the *Offering*, the following exhibits are filed with this Current Report on Form 8-K and are incorporated by reference in the *Company*'s shelf registration statement on Form S-3 (File No. 333-186888), previously filed with the Securities and Exchange Commission, relating to the *Offering*: (i) the *Underwriting Agreement* (Exhibit 1.1 to this Current Report on Form 8-K); and (ii) the legal opinion of Davis Polk & Wardwell LLP (including the consent of Davis Polk & Wardwell LLP) (Exhibit 5.1 to this Current Report on Form 8-K).

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit

No.	Description
1.1	Underwriting Agreement, dated May 12, 2015.
5.1	Opinion of Davis Polk & Wardwell LLP.
23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).

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.

THE AES CORPORATION

By: /s/ Thomas M. O Flynn
Name: Thomas M. O Flynn
Title: Executive Vice President and

Chief Financial Officer

Date: May 18, 2015

EXHIBIT INDEX

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