

American Water Works Company, Inc.

Form 8-K

May 27, 2008

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): May 27, 2008

American Water Works Company, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-34028

Delaware
(State or other jurisdiction

of incorporation)

1025 Laurel Oak Road

51-0063696
(IRS Employer

Identification No.)

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Voorhees, NJ 08043

(Address of principal executive offices, including zip code)

(856) 346-8200

(Registrant's telephone number, including area code)

(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 8.01 Other Events

On May 27, 2008, American Water Works Company, Inc. (the Company) issued a press release announcing the underwriters' partial exercise of their over-allotment option to purchase 5,173,300 shares of common stock to cover over-allotments in connection with the Company's recent initial public offering of 58,000,000 shares of common stock. All of the shares in the public offering were offered by the selling stockholder, RWE Aqua Holdings GmbH, and proceeds from the offering went to RWE. At the completion of the offering, after giving effect to the exercise of the over-allotment option, RWE sold 63,173,300 shares. The closing on the over-allotment shares occurred on May 27, 2008. A copy of the press release is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Press Release dated May 27, 2008.

Signature(s)

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.

Date: May 27, 2008

By: /S/ George W. Patrick
George W. Patrick
Senior Vice President and
General Counsel