

AES CORP  
Form 8-K  
May 08, 2009

**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 7, 2009**

**THE AES CORPORATION**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State of Incorporation)

**001-12291**  
(Commission File No.)  
**4300 Wilson Boulevard, Suite 1100**

**54-11263725**  
(IRS Employer Identification No.)

**Arlington, Virginia 22203**

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**(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 2.02 Results of Operations and Financial Condition.**

On May 8, 2009, The AES Corporation issued a press release announcing its financial results for the quarter ended March 31, 2009. A copy of the press release is being furnished as Exhibit 99.1 attached hereto and is incorporated by reference herein. Such information is furnished pursuant to Item 2.02 and shall not be deemed filed for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended (the Securities Act), or the Exchange Act regardless of any general incorporation language in such filing.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(f) Bonus Payment: On March 2, 2009, The AES Corporation filed its 2009 annual proxy statement and disclosed that Mr. Mark Woodruff, Executive Vice President and a named executive officer, was entitled to an additional bonus payment related to the acquisition of the TEG TEP project in Mexico. Since the amount of the bonus could not be calculated at the time the proxy statement was filed, the Company indicated in the proxy statement that a Form 8-K would be filed to provide the amount of the bonus when calculable in April 2009.

The Company has determined that the bonus payment earned by Mr. Woodruff in 2008 relating to the Company's acquisition of TEG TEP is \$320,775, which shall be payable in May of 2009. After inclusion of this payment, Mr. Woodruff's total compensation for 2008 is \$1,877,641.

**Item 7.01 Regulation FD Disclosure.**

On May 8, 2009, The AES Corporation issued a press release announcing its financial results for the quarter ended March 31, 2009 and updated its 2009 guidance. A copy of the press release is being furnished as Exhibit 99.1 attached hereto and is incorporated by reference herein. Such information is furnished pursuant to Item 7.01 and shall not be deemed filed for any purpose, including for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act regardless of any general incorporation language in such filing.

**Safe Harbor Disclosure**

This Form 8-K contains forward-looking statements within the meaning of the Securities Act and of the Exchange Act. Such forward-looking statements include, but are not limited to, those related to future earnings growth and financial and operating performance. Forward-looking statements are not intended to be a guarantee of future results, but instead constitute AES's current expectations based on reasonable assumptions. Forecasted financial information is based on certain material assumptions. These assumptions include, but are not limited to accurate projections of future interest rates, commodity prices and foreign currency pricing, continued normal or better levels of operating performance and electricity demand at our distribution companies and operational performance at our generation businesses consistent with historical levels, as well as achievements of planned productivity improvements and incremental growth from investments at investment levels and rates of return consistent with prior experience. For additional assumptions see the Appendix to this presentation.

Actual results could differ materially from those projected in our forward-looking statements due to risks, uncertainties and other factors. Important factors that could affect actual results are discussed in AES's filings with the Securities and Exchange Commission including but not limited to the risks discussed under Item 1A Risk Factors in the Company's Annual Report on Form 10-K for the year ended December 31, 2008, as well as our other SEC filings. AES undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release issued by The AES Corporation, dated May 8, 2009.

**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 of the undersigned hereunto duly authorized.

THE AES CORPORATION

Date: May 7, 2009

By: /s/ Victoria D. Harker

Name: Victoria D. Harker

Title: Executive Vice President and Chief Financial Officer

**EXHIBIT INDEX**

<b>No.</b>	<b>Description</b>
99.1	Press Release issued by The AES Corporation, dated May 7, 2009.