

DOMINION ENERGY INC /VA/

Form 8-K

July 03, 2017

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) June 30, 2017

Dominion Energy, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Virginia
(State or other jurisdiction

of incorporation)

120 Tredegar Street

001-08489
(Commission

File Number)

54-1229715
(IRS Employer

Identification No.)

23219

Richmond, Virginia
(Address of Principal Executive Offices) **(Zip Code)**
Registrant's Telephone Number, Including Area Code (804) 819-2000

(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 (*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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 30, 2017, Dominion Energy, Inc. (NYSE: D) filed a registration statement on Form S-3 (File No. 333-219088), which was automatically effective upon filing with the Securities and Exchange Commission on that date (the "Registration Statement"). The Registration Statement permits the Company to sell various debt and equity securities from time to time in order to meet the Company's capital needs as they arise. This Registration Statement will replace the Company's existing registration statement on Form S-3 (File No. 333-201149).

In addition, today the Company also entered into three separate Sales Agency Agreements with each of Merrill Lynch, Pierce, Fenner & Smith Incorporated, Goldman Sachs & Co. LLC and Morgan Stanley & Co. LLC (collectively the "Sales Agents") pursuant to which the Sales Agents will act, each in their individual capacity as a sales agent, as the Company's sales agents with respect to offerings from time to time of up to \$500,000,000 aggregate offering amount of the Company's common stock (the "Shares"). These agreements replace prior agreements with the same Sales Agents in relation to the previous program discussed below. Sales of the Shares, if any, will be made by means of (i) privately negotiated transactions, or (ii) by any other method or payment permitted by law deemed to be an "at the market" offering as defined in Rule 415 of the Securities Act, including sales made directly on the New York Stock Exchange or sales made to or through a market maker or through an electronic communications network.

This "at the market" offering program replaces the program the Company previously had in place which is being terminated by the Company in connection with its entry into the Sales Agency Agreements discussed above. The new program includes \$200,000,000 in Shares that remained unsold under the previous program.

Any Shares sold will be issued pursuant to the Registration Statement.

A form of the Sales Agency Agreement is filed as Exhibit 1.2 to the Registration Statement.

Item 9.01 Financial Statements and Exhibits

Exhibits

5.1 Opinion of McGuireWoods LLP.*

* Filed herewith.

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 hereunto duly authorized.

DOMINION ENERGY, INC.

Registrant

/s/ James R. Chapman

Name: James R. Chapman

Title: Senior Vice President Mergers & Acquisitions
and Treasurer

Date: June 30, 2017