

SOUTHERN CALIFORNIA GAS CO
 Form 424B2
 May 11, 2018
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Filed Pursuant to Rule 424(b)(2)
 Registration No. 333-222651

PROSPECTUS SUPPLEMENT

(To Prospectus dated February 1, 2018)

\$400,000,000

Southern California Gas Company

4.125% First Mortgage Bonds, Series UU, due 2048

The 4.125% First Mortgage Bonds, Series UU, due 2048 (the Series UU bonds) will mature on June 1, 2048. Interest on the Series UU bonds will accrue from May 15, 2018 and will be payable on June 1 and December 1 of each year, beginning on December 1, 2018. The Series UU bonds will be redeemable prior to maturity, at our option, at the redemption prices described in this prospectus supplement.

Investing in the Series UU bonds involves risks. See the Risk Factors section on page S-4 of this prospectus supplement.

| | Per Series UU Bond | Total |
|--|-------------------------------|----------------|
| Public offering price(1) | 99.895% | \$ 399,580,000 |
| Underwriting discount | 0.875% | \$ 3,500,000 |
| Proceeds to Southern California Gas Company (before expenses)(1) | 99.020% | \$ 396,080,000 |

(1) Plus accrued interest from May 15, 2018 if settlement occurs after that date.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect the Series UU bonds will be ready for delivery through The Depository Trust Company on or about May 15, 2018.

Joint Book-Running Managers

BNP PARIBAS

Mizuho Securities

SMBC Nikko

US Bancorp

Loop Capital Markets

Co-Managers

Great Pacific Securities

R. Seelaus & Co., Inc.

May 10, 2018

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This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the Series UU bonds and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which does not apply to the Series UU bonds. If the description of the Series UU bonds or the offering of the Series UU bonds varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any related free writing prospectus issued by us. We have not, and the underwriters have not, authorized anyone to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We are offering to sell the Series UU bonds and seeking offers to buy the Series UU bonds only in jurisdictions where offers and sales are permitted. You should assume that the information contained in this prospectus supplement, the accompanying prospectus and any such free writing prospectus is accurate only as of their respective dates and the information contained in documents incorporated by reference is accurate only as of the respective dates of those documents, in each case regardless of the time of delivery of this prospectus supplement or the accompanying prospectus or any such free writing prospectus or any sale of the Series UU bonds. Our business, financial condition, results of operations and prospects may have changed since those dates.

The distribution of this prospectus supplement, the accompanying prospectus and any related free writing prospectus filed with the U.S. Securities and Exchange Commission (the SEC) and the offering of the Series UU bonds in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement, the accompanying prospectus and any such free writing prospectus come should inform themselves about and observe any such restrictions. This prospectus supplement, the accompanying prospectus and any such free writing prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See Underwriting (Conflicts of Interest).

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FORWARD-LOOKING STATEMENTS AND MARKET DATA

This prospectus supplement, the accompanying prospectus and the documents they incorporate by reference contain, and any related free writing prospectus issued by us may contain, statements that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995.

Forward-looking statements are based upon assumptions with respect to the future, involve risks and uncertainties, and are not guarantees of performance. Future results may differ materially from those expressed in the forward-looking statements. Unless otherwise expressly stated, these forward-looking statements represent our estimates and assumptions only as of the respective dates of the documents in which such forward-looking statements appear. We assume no obligation to update or revise any forward-looking statement as a result of new information, future events or other factors.

When we use words such as believes, expects, anticipates, plans, estimates, projects, forecasts, contemplates, depends, should, could, would, will, confident, may, can, potential, possible, proposed, target, maintain, or similar expressions, or when we discuss our guidance, strategy, plans, goals, opportunities, projections, initiatives, objectives or intentions, we are making forward-looking statements.

Factors, among others, that could cause our actual results and future actions to differ materially from those described in any forward-looking statements include risks and uncertainties relating to:

actions and the timing of actions, including decisions, new regulations, and issuances of permits and other authorizations by the California Public Utilities Commission, U.S. Department of Energy, California Division of Oil, Gas, and Geothermal Resources, Federal Energy Regulatory Commission, U.S. Environmental Protection Agency, Pipeline and Hazardous Materials Safety Administration, California Air Resources Board, South Coast Air Quality Management District, Los Angeles County Department of Public Health, states, cities and counties, and other regulatory and governmental bodies in the U.S.;

the timing and success of business development efforts and construction projects, including risks in obtaining or maintaining permits and other authorizations on a timely basis, risks in completing construction projects on schedule and on budget;

the resolution of civil and criminal litigation and regulatory investigations;

deviations from regulatory precedent or practice that result in a reallocation of benefits or burdens among shareholders and ratepayers; denial of approvals of proposed settlements or modifications of settlements; and delays in, or disallowance or denial of, regulatory agency authorizations to recover costs in rates from customers or regulatory agency approval for projects required to enhance safety and reliability, any of which may raise our cost of capital and materially impair our ability to finance our operations;

the availability of electric power and natural gas, and natural gas pipeline and storage capacity, including disruptions caused by failures in the transmission grid, moratoriums or limitations on the withdrawal or injection of natural gas from or into storage facilities, and equipment failures;

changes in energy markets; volatility in commodity prices; moves to reduce or eliminate reliance on natural gas; and the impact on the value of our investments in natural gas storage and related assets from low natural gas prices, low volatility of natural gas prices and the inability to procure favorable long-term contracts for storage services;

risks that our counterparties will be unable or unwilling to fulfill their contractual commitments;

weather conditions, natural disasters, accidents, equipment failures, computer system outages, explosions, terrorist attacks and other events that disrupt our operations, damage our facilities and systems, cause the release of greenhouse gases and harmful emissions, and subject us to third-party

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liability for property damage or personal injuries, fines and penalties, some of which may not be covered by insurance (including costs in excess of applicable policy limits), may be disputed by insurers or may otherwise not be recoverable through regulatory mechanisms or may impact our ability to obtain satisfactory levels of insurance, to the extent that such insurance is available or not prohibitively expensive;

cybersecurity threats to the energy grid, storage and pipeline infrastructure, the information and systems used to operate our businesses and the confidentiality of our proprietary information and the personal information of our customers and employees;

capital markets and economic conditions, including the availability of credit and the liquidity of our investments; and fluctuations in inflation and interest rates and our ability to effectively hedge the risk of such fluctuations;

the impact of recent federal tax reform and uncertainty as to how it may be applied, and our ability to mitigate adverse impacts;

actions by credit rating agencies to downgrade our credit ratings or to place those ratings on negative outlook;

the ability to win competitively bid infrastructure projects against a number of strong and aggressive competitors; and

other uncertainties, some of which may be difficult to predict and are beyond our control.

Investing in the Series UU bonds involves risk. You should review and consider carefully the risks, uncertainties and other factors that affect our business as described herein and in the Business, Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations sections and other sections in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 and in our Quarterly Report on Form 10-Q for the quarter ended March 31, 2018, which are incorporated by reference in this prospectus supplement and the accompanying prospectus. These risks, uncertainties and other factors could cause you to suffer a loss of all or part of your investment in the Series UU bonds. Before making an investment decision, you should carefully consider these factors and risks as well as other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and any related free writing prospectus issued by us. Risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations, financial results and the value of the Series UU bonds.

We caution you not to rely unduly on any forward-looking statements. You should review and consider carefully the risks, uncertainties and other factors that affect our business as described herein and in our reports and other documents on file with the SEC that are incorporated by reference into this prospectus supplement and the accompanying prospectus and any related free writing prospectus issued by us. You may obtain copies of these reports and documents as described under Where You Can Find More Information; Incorporation by Reference in the accompanying prospectus.

This prospectus supplement, the accompanying prospectus and any related free writing prospectus may contain or incorporate by reference market, demographic and industry data and forecasts that are based on or derived from independent industry publications, publicly available information and other information from third parties or that have been compiled or prepared by our management or employees. Although we believe that these third party sources are reliable, we do not guarantee the accuracy or completeness of information provided by or derived from these third party sources, and we have not independently verified this information. In addition, market, demographic and industry data and forecasts that may be included or incorporated by reference in this prospectus supplement, the accompanying prospectus or any related free writing prospectus may involve estimates, assumptions and other uncertainties and are subject to change based on various factors, including those discussed under the heading Risk Factors contained in this prospectus supplement and the accompanying prospectus and under similar headings in documents that are incorporated by reference into the accompanying prospectus. Accordingly, investors should not place undue reliance on this information.

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SUMMARY INFORMATION

The following information supplements, and should be read together with, the information contained in the accompanying prospectus and the documents incorporated by reference herein and therein. You should carefully read this prospectus supplement and the accompanying prospectus, as well as the documents they incorporate by reference and any related free writing prospectus issued by us, before making an investment decision. Unless we state otherwise or the context otherwise requires, references appearing in this prospectus supplement to we, our and us should be read to refer to Southern California Gas Company.

Southern California Gas Company

We are a natural gas distribution utility and an indirect subsidiary of Sempra Energy, a California-based Fortune 500 energy-services holding company. For additional information concerning us, you should refer to the information described under the caption Where You Can Find More Information; Incorporation by Reference in the accompanying prospectus.

Our principal executive offices are located at 555 West Fifth Street, Los Angeles, California 90013 and our telephone number is (213) 244-1200.

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RISK FACTORS

Investment in the Series UU bonds involves risks. You should carefully consider the risk factors incorporated into this prospectus supplement and the accompanying prospectus by reference to our most recent Annual Report on Form 10-K and our subsequent Quarterly Report on Form 10-Q and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, as well as any free writing prospectus we may provide you in connection with this offering, before acquiring any of such bonds. The occurrence of any of these risks might cause you to lose all or part of your investment in the Series UU bonds. See also Forward-Looking Statements and Market Data.

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USE OF PROCEEDS

The net proceeds from the sale of the Series UU bonds will be approximately \$396.1 million (after deducting the underwriting discount but before deducting our estimated offering expenses), and will become part of our general treasury funds. We intend to use these net proceeds to repay outstanding commercial paper bearing interest at rates up to 1.9% per annum and maturing at various dates in May 2018. We estimate that the expenses for this offering payable by us, excluding the underwriting discount, will be approximately \$500,000.

As described above, net proceeds from this offering will be used to repay outstanding commercial paper. One or more of the underwriters participating in this offering and/or their affiliates may hold positions in our commercial paper and one or more of the underwriters act as dealers under our commercial paper program. To the extent that net proceeds from this offering are applied to repay our commercial paper held by any of the underwriters or their affiliates, they will receive proceeds of this offering through the repayment of that indebtedness. If 5% or more of the net proceeds of this offering (not including the underwriting discount) is used to repay our outstanding indebtedness held by at least one of the underwriters or their affiliates, this offering will be conducted in accordance with FINRA Rule 5121. In such event, such underwriter or underwriters will not confirm sales of the Series UU bonds to accounts over which they exercise discretionary authority without the prior written approval of the customer. See Underwriting (Conflicts of Interest) Conflicts of Interest.

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SUPPLEMENTAL DESCRIPTION OF FIRST MORTGAGE BONDS

The Series UU bonds offered by this prospectus supplement are a series of our first mortgage bonds as described below and in the accompanying prospectus. The Series UU bonds will be issued under a supplemental indenture and the mortgage bond indenture referred to in the accompanying prospectus, each between us, as issuer, and U.S. Bank National Association, as successor trustee. We have summarized below selected provisions of the Series UU bonds and the supplemental indenture applicable to the Series UU bonds. The summary of the provisions of our first mortgage bonds contained in the accompanying prospectus applies to the Series UU bonds, except that the summary of selected provisions of the Series UU bonds and the supplemental indenture set forth below supplements and, to the extent inconsistent, supersedes and replaces the description of the general terms and provisions of our first mortgage bonds and the mortgage bond indenture contained in the accompanying prospectus. This summary is not complete and is qualified by reference to provisions of the Series UU bonds, the supplemental indenture and the mortgage bond indenture. Terms used in this section but not defined have the meanings given to those terms in the accompanying prospectus or, if not defined in the accompanying prospectus, in the supplemental indenture or the mortgage bond indenture. As used in this section, references to the indenture mean the mortgage bond indenture (as defined in the accompanying prospectus), and as used in this section and under the caption Description of First Mortgage Bonds in the accompanying prospectus, references to we, our and us mean Southern California Gas Company excluding its subsidiaries, unless otherwise expressly stated or the context otherwise requires.

General

The Series UU bonds will constitute a series of first mortgage bonds under the indenture, initially limited to \$400 million aggregate principal amount.

The Series UU bonds will mature on June 1, 2048. The Series UU bonds will bear interest at the rate of 4.125% per annum, accruing from May 15, 2018. Interest on the Series UU bonds will be payable semiannually in arrears on June 1 and December 1 of each year (each an interest payment date), commencing December 1, 2018, to the persons in whose names the Series UU bonds are registered at the close of business on the May 15 or November 15, as the case may be, next preceding those interest payment dates. Interest on the Series UU bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The Series UU bonds will be redeemable prior to maturity, at our option, at the prices set forth below under the caption Optional Redemption. The Series UU bonds will not be subject to a sinking fund.

At March 31, 2018, we had outstanding \$3.0 billion of first mortgage bonds issued under the indenture, and the Net Investment in Mortgaged Property (as defined in the accompanying prospectus) subject to the lien of the indenture was approximately \$8.5 billion. For the twelve months ended March 31, 2018 and without giving effect to the issuance of the Series UU bonds, the Net Earnings of the Corporation Available for Interest (as defined in the accompanying prospectus) were approximately 10 times the annual interest charges on our first mortgage bonds outstanding under the indenture.

Optional Redemption

Prior to December 1, 2047 (the Par Call Date), we may at our option redeem the Series UU bonds, at any time in whole or from time to time in part, at a redemption price for any redemption date equal to the greater of the following amounts:

100% of the principal amount of the Series UU bonds being redeemed on that redemption date; or

the sum of the present values of the remaining scheduled payments of principal and interest on the Series UU bonds being redeemed on that redemption date (not including any portion of any payments of accrued and unpaid interest to that redemption date) that would be due if the Series UU bonds

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matured, and accrued and unpaid interest was payable, on the Par Call Date, discounted to that redemption date on a semiannual basis at the Adjusted Treasury Rate (as defined below) plus 15 basis points, as determined by the Independent Investment Banker (as defined below), plus, in each case, accrued and unpaid interest on the Series UU bonds being redeemed to that redemption date.

On and after the Par Call Date, we may at our option redeem the Series UU bonds, at any time in whole or from time to time in part, at a redemption price equal to 100% of the principal amount of the Series UU bonds being redeemed, plus accrued and unpaid interest on the Series UU bonds being redeemed to the redemption date.

Notwithstanding the foregoing, installments of interest on Series UU bonds that are due and payable on any interest payment date falling on or prior to a redemption date will be payable on that interest payment date to the registered holders thereof as of the close of business on the relevant record date according to the terms of the Series UU bonds and the indenture. The redemption price will, if applicable, be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Notice of any redemption will be mailed at least 30 days, but not more than 60 days, before the redemption date to each registered holder of the Series UU bonds to be redeemed. Once notice of redemption is mailed, the Series UU bonds called for redemption will become due and payable on the redemption date and at the applicable redemption price, plus accrued and unpaid interest to the redemption date. Redemption will not be conditional upon receipt by the trustee of monies sufficient to pay the redemption price.

Unless we default in payment of the redemption price, on and after the redemption date interest will cease to accrue on the Series UU bonds or portions thereof called for redemption. We will pay the redemption price and any accrued interest once the Series UU bonds are surrendered for redemption. If only a portion of any Series UU bonds is redeemed, the trustee will deliver new Series UU bonds for the remaining portion without charge.

Adjusted Treasury Rate means, with respect to any redemption date, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

Comparable Treasury Issue means, with respect to any redemption date, the United States Treasury security selected by the Independent Investment Banker as having a maturity comparable to the remaining term of the Series UU bonds to be redeemed on such redemption date (assuming the Series UU bonds matured on the Par Call Date) that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such Series UU bonds (assuming the Series UU bonds matured on the Par Call Date).

Comparable Treasury Price means, with respect to any redemption date, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, or (B) if only one Reference Treasury Dealer Quotation is received, such quotation.

Independent Investment Banker means, with respect to any redemption date, one of the Reference Treasury Dealers appointed by us to act as the Independent Investment Banker.

Reference Treasury Dealers means, with respect to any redemption date, (A) BNP Paribas Securities Corp. and Mizuho Securities USA LLC (or their respective affiliates which are Primary Treasury Dealers (as defined below)), and their respective successors, provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in the United States (a Primary Treasury Dealer), we will substitute therefor another

Primary Treasury Dealer; (B) one Primary Treasury Dealer selected by SMBC Nikko Securities America, Inc. and its successors; (C) one Primary Treasury Dealer selected by U.S. Bancorp Investments, Inc. and its successors; and (D) any other Primary Treasury Dealer(s) selected by us.

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Reference Treasury Dealer Quotation means, with respect to each Reference Treasury Dealer and any redemption date, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to us by such Reference Treasury Dealer at 5:00 p.m. (New York City time) on the third business day preceding such redemption date. As used in the preceding sentence, *business day* means any day (other than a Saturday or Sunday) on which banking institutions in The City of New York are not authorized or obligated by law or executive order to remain closed.

In the event that we elect to redeem only a portion of the outstanding Series UU bonds, (a) the bonds to be redeemed shall be selected as provided in the indenture and, in the case of bonds represented by a global security (as defined below), in accordance with the procedures of The Depository Trust Company and (b) in the case of any Series UU bond being redeemed in part, the principal amount redeemed must be \$1,000 or an integral multiple of \$1,000 and the remaining principal amount must be an authorized denomination.

Defeasance

The defeasance provisions of the indenture described in the accompanying prospectus under *Description of First Mortgage Bonds Defeasance, Cancellation and Discharge* will apply to the Series UU bonds. We may effect defeasance by paying the principal of and premium, if any, and interest on the outstanding first mortgage bonds and/or by depositing with the trustee or another depository sufficient funds to pay the principal of and premium, if any, and interest on all then outstanding first mortgage bonds to maturity or any earlier redemption date and/or by surrendering to the trustee for cancellation all first mortgage bonds for which payment is not so provided. As a condition to the satisfaction of the indenture (but not as a condition to the release of the mortgaged property), in addition to the other conditions of defeasance specified in the indenture, we will be required to deliver an opinion of counsel to the effect that a holder of Series UU bonds will not recognize income, gain or loss for federal income tax purposes as a result of the defeasance and will be subject to federal income tax on the same amounts, at the same times and in the same manner as if that defeasance had not occurred. The opinion of counsel must be based upon a ruling of the Internal Revenue Service or a change in law after the date on which the Series UU bonds are first issued, which is expected to be May 15, 2018.

Other

We may, from time to time, without notice to or the consent of the holders of the Series UU bonds, increase the principal amount of this series of first mortgage bonds under the indenture and issue such increased principal amount, or any portion thereof. Any additional Series UU bonds so issued shall have the same form and terms (other than offering price, the date of original issuance and, under certain circumstances, the date from which interest thereon shall begin to accrue and the first interest payment date) as the Series UU bonds previously issued and shall form a single series of first mortgage bonds under the indenture with the previously issued Series UU bonds.

The Series UU bonds initially will be issued in book-entry form and represented by one or more Series UU bonds in global form (the *global securities*) deposited with, or on behalf of, The Depository Trust Company, as depository (as defined in the accompanying prospectus), and registered in the name of Cede & Co., its nominee. This means that you will not be entitled to receive a certificate for the Series UU bonds that you purchase except in limited circumstances described in the accompanying prospectus under the caption *Global Securities*. The Series UU bonds will be issued only in fully registered form without coupons, in denominations of \$1,000, \$5,000, \$10,000, \$25,000 and integral multiples of \$25,000 in excess thereof. For additional information regarding Series UU bonds in global form and the depository's book-entry system, see *Global Securities* in the accompanying prospectus.

In the case of Series UU bonds represented by global securities, we will make payments to the depositary or its nominees as the registered holder of such Series UU bonds, by wire transfer of immediately available funds. If

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Series UU bonds are issued in definitive certificated form under the limited circumstances described under the caption Global Securities in the accompanying prospectus, we will have the option of paying interest on the Series UU bonds in definitive certificated form by check mailed to the addresses of the persons entitled to payment or by wire transfer to bank accounts in the United States designated in writing to the trustee at least 15 days before any interest payment date by the persons entitled to payment.

We will maintain a paying agent and transfer agent for the Series UU bonds in San Francisco, California and, if Series UU bonds are issued in definitive certificated form under the limited circumstances described under the caption Global Securities in the accompanying prospectus, in the Borough of Manhattan, The City of New York. The trustee will act as initial paying agent and transfer agent for the Series UU bonds through its offices in San Francisco, California.

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Under the terms and subject to the conditions contained in an underwriting agreement, the underwriters named below, for whom BNP Paribas Securities Corp., Mizuho Securities USA LLC, SMBC Nikko Securities America, Inc. and U.S. Bancorp Investments, Inc. are acting as representatives, have agreed, severally and not jointly, to purchase, and we have agreed to sell to them, severally and not jointly, the respective principal amount of the Series UU bonds set forth opposite their respective names below.

| Name | Principal Amount of Series UU Bonds | |
|-------------------------------------|--|--------------------|
| BNP Paribas Securities Corp. | \$ | 83,000,000 |
| Mizuho Securities USA LLC | | 83,000,000 |
| SMBC Nikko Securities America, Inc. | | 83,000,000 |
| U.S. Bancorp Investments, Inc. | | 83,000,000 |
| Loop Capital Markets LLC | | 40,000,000 |
| Great Pacific Securities | | 14,000,000 |
| R. Seelaus & Co., Inc. | | 14,000,000 |
| Total | \$ | 400,000,000 |

The underwriting agreement provides that the obligation of the several underwriters to pay for and accept delivery of the Series UU bonds is subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are obligated to take and pay for all the Series UU bonds if any are taken. The offering of the Series UU bonds by the underwriters is subject to receipt and acceptance and to the underwriters' right to reject any order in whole or in part.

We have been advised by the underwriters that the underwriters propose to offer the Series UU bonds to the public initially at the public offering price set forth on the cover page of this prospectus supplement and may offer the Series UU bonds to certain dealers at such price less a concession not in excess of 0.500% of the principal amount of the Series UU bonds. The underwriters may allow, and such dealers may reallow, a concession not in excess of 0.250% of the principal amount of the Series UU bonds on sales to certain other dealers. After the initial public offering, the price to investors and concessions may be changed.

The Series UU bonds are a new issue of securities with no established trading market. There can be no assurance of a secondary market for the Series UU bonds or the continued liquidity of such market if one develops. The underwriters have informed us that they intend to make a market in the Series UU bonds but are under no obligation to do so and such market making may be terminated at any time without notice.

In order to facilitate the offering of the Series UU bonds, the representatives of the underwriters, or any of their respective affiliates, may engage in transactions that stabilize, maintain or otherwise affect the market price of the Series UU bonds. Specifically, the underwriters may overallocate in connection with the offering, creating a short position in the Series UU bonds for their own account. In addition, to cover overallocations or to stabilize the price of the Series UU bonds, the representatives may bid for, and purchase, the Series UU bonds in the open market. Any of these activities may stabilize or maintain the market price of the Series UU bonds above independent market levels. The underwriters are not required to engage in these activities, and may end any of these activities at any time.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased Series UU bonds sold by or for the account of such underwriter in stabilizing or short covering transactions.

These activities by the underwriters may stabilize, maintain or otherwise affect the market price of the Series UU bonds. As a result, the market price of the Series UU bonds may be higher than the price that

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otherwise might exist in the open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

Neither we nor any of the underwriters makes any representation or prediction as to the direction or magnitude of any effect that any of the transactions described above may have on the market price of the Series UU bonds. In addition, neither we nor any of the underwriters makes any representation that any of these transactions will be engaged in or that the transactions, once commenced, will not be discontinued without notice.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Some or all of the underwriters and/or their affiliates are acting as lenders to, and/or have from time to time performed and/or are performing certain investment banking, advisory, general financing, trustee and commercial banking and other commercial transactions and services for, us and/or our affiliates for which they have received and in the future may receive customary fees and expenses. The underwriters and their affiliates may, from time to time, engage in other transactions with or perform other services for us and our affiliates in the ordinary course of their business for which they receive customary fees and expenses.

In addition, in the ordinary course of their business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of ours or our affiliates. If any of the underwriters or their affiliates has a lending relationship with us, certain of those underwriters or their affiliates routinely hedge, and certain other of those underwriters or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, these underwriters and their affiliates would hedge such exposure by entering into transactions which may consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the Series UU bonds offered hereby. Any such credit default swaps or short positions could adversely affect trading prices of the Series UU bonds offered hereby. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

We have agreed to indemnify the several underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended, or to contribute to payments the underwriters may be required to make because of any of those liabilities.

Expenses payable by us in connection with the offering of the Series UU bonds, excluding the underwriting discount, are estimated at \$500,000.

Delayed Settlement

We expect that the delivery of the Series UU bonds will be made against payment therefor on or about the closing date specified on the cover page of this prospectus supplement, which will be the third business day following the date of this prospectus supplement. Under rules of the SEC, trades in the secondary market generally are required to settle in two business days, unless the parties to that trade expressly agree otherwise. Accordingly, purchasers who wish to trade the Series UU bonds before the second business day prior to the closing date specified on the cover page of this prospectus supplement will be required, by virtue of the fact that the normal settlement date for that trade would occur prior to the closing date for the issuance of the Series UU bonds, to specify an alternate settlement cycle at the time of

any such trade to prevent a failed settlement, and should consult their own advisors with respect to these matters.

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Conflicts of Interest

As described in this prospectus supplement under Use of Proceeds, net proceeds of this offering will be used to repay outstanding commercial paper. One or more of the underwriters participating in this offering and/or their affiliates may hold positions in our commercial paper and one or more of the underwriters act as dealers under our commercial paper program. To the extent that net proceeds from this offering are applied to repay our commercial paper held by any of the underwriters or their affiliates, they will receive proceeds of this offering through the repayment of that indebtedness. If 5% or more of the net proceeds of this offering (not including the underwriting discount) is used to repay our outstanding indebtedness held by at least one of the underwriters or their affiliates, this offering will be conducted in accordance with FINRA Rule 5121. In such event, such underwriter or underwriters will not confirm sales of the Series UU bonds to accounts over which they exercise discretionary authority without the prior written approval of the customer.

LEGAL MATTERS

Latham & Watkins LLP will pass upon the validity of the Series UU bonds and various other legal matters relating to the issuance and sale of the Series UU bonds on behalf of Southern California Gas Company. Sharon Tomkins, Vice President and General Counsel of Southern California Gas Company, will pass upon certain other legal matters relating to the issuance and sale of the Series UU bonds on behalf of Southern California Gas Company. Sidley Austin LLP, San Francisco, California will act as counsel for the underwriters. Sidley Austin LLP from time to time represents Sempra Energy and certain of its subsidiaries in connection with certain legal matters.

EXPERTS

The financial statements incorporated by reference in this prospectus supplement and in the accompanying prospectus from Southern California Gas Company's Annual Report on Form 10-K for the year ended December 31, 2017 and the effectiveness of Southern California Gas Company's internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein and therein by reference. Such financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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PROSPECTUS

\$1,850,000,000

SOUTHERN CALIFORNIA GAS COMPANY

Senior Debt Securities

First Mortgage Bonds

Series Preferred Stock

We may offer and sell senior debt securities, first mortgage bonds and series preferred stock, without par value, from time to time in one or more offerings. The senior debt securities, the first mortgage bonds and the series preferred stock are collectively referred to in this prospectus as the offered securities. This prospectus provides you with a general description of the offered securities.

Each time we sell offered securities we will provide a supplement to this prospectus that contains specific information about the offering and the amounts, prices and terms of the particular offered securities being offered at that time. The supplement may also add, update or change information contained in this prospectus with respect to that offering. You should carefully read this prospectus and the applicable prospectus supplement before you invest in any of the offered securities.

We may offer and sell any offered securities described in this prospectus and any prospectus supplement to or through one or more underwriters, dealers and agents, or directly to purchasers, or through a combination of these methods. If any underwriters, dealers or agents are involved in the sale of any offered securities, their names and any applicable purchase price, fee, commission or discount arrangement between or among them will be set forth, or will be calculable from the information set forth, in the applicable prospectus supplement. See the sections of this prospectus entitled About this Prospectus and Plan of Distribution for more information. No offered securities may be sold without delivery of this prospectus and the applicable prospectus supplement describing the method and terms of the offering of such offered securities.

Investing in the offered securities involves risks. See the information under the heading Risk Factors on page 2 of this prospectus, and any similar section contained in the applicable prospectus supplement, concerning factors you should consider before investing in the offered securities.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 1, 2018

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ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement that we filed with the United States Securities and Exchange Commission, or the SEC. By using a shelf registration statement, we may sell up to \$1,850,000,000 aggregate offering price of any combination of the offered securities described in this prospectus from time to time and in one or more offerings. This prospectus only provides you with a general description of the offered securities that we may offer. Each time that we offer and sell offered securities, we will provide a prospectus supplement to this prospectus that contains specific information about the offered securities being offered and sold and the specific terms of that offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to that offering. The prospectus supplement or free writing prospectus may also add, update or change information contained in this prospectus with respect to that offering. If there is any inconsistency between the information in this prospectus and the applicable prospectus supplement or free writing prospectus, you should rely on the prospectus supplement or free writing prospectus, as applicable. Before purchasing any securities, you should carefully read both this prospectus and the applicable prospectus supplement (and any applicable free writing prospectus), together with the additional information described under the heading **Where You Can Find More Information; Incorporation by Reference**.

We have not authorized anyone to provide you with any information or to make any representations other than those contained in this prospectus, any applicable prospectus supplement or any free writing prospectuses prepared by or on behalf of us or to which we have referred you. We take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We will not make an offer to sell the offered securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the applicable prospectus supplement to this prospectus is accurate only as of the date on its respective cover, that the information appearing in any applicable free writing prospectus is accurate only as of the date of that free writing prospectus, and that any information incorporated by reference is accurate only as of the date of the document incorporated by reference, unless we indicate otherwise. Our business, financial condition, results of operations and prospects may have changed since those dates. This prospectus incorporates by reference, and any prospectus supplement or free writing prospectus may contain and incorporate by reference, market, demographic and industry data and forecasts that are based on or derived from independent industry publications, publicly available information and other information from third parties or that have been compiled or prepared by our management or employees. Although we believe that these third party sources are reliable, we do not guarantee the accuracy or completeness of information provided by or derived from these third party sources, and we have not independently verified this information. In addition, market, demographic and industry data and forecasts that may be included or incorporated by reference in this prospectus, any prospectus supplement or any free writing prospectus may involve estimates, assumptions and other uncertainties and are subject to change based on various factors, including those discussed under the heading **Risk Factors** contained in this prospectus, the applicable prospectus supplement and any related free writing prospectus, and under similar headings in documents that are incorporated by reference into this prospectus. Accordingly, investors should not place undue reliance on this information.

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SOUTHERN CALIFORNIA GAS COMPANY

We are the nation's largest natural gas distribution utility and an indirect subsidiary of Sempra Energy, a California-based Fortune 500 company. For additional information concerning us, you should refer to the information described under the caption "Where You Can Find More Information; Incorporation by Reference" in this prospectus.

Our principal executive offices are located at 555 West Fifth Street, Los Angeles, California 90013 and our telephone number is (213) 244-1200. Our web site is www.socalgas.com. This reference to our web site is not an active hyperlink and the information found on our web site does not constitute a part of this prospectus.

The terms "we," "our" and "us" are used in this document for purposes of convenience and, unless otherwise expressly stated, are intended to refer to Southern California Gas Company and its subsidiaries (if any), either individually or collectively, as the context may require. When we refer to "you," we mean the potential purchasers of the applicable offered securities.

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RISK FACTORS

Investment in any offered securities offered pursuant to this prospectus and the applicable prospectus supplement involves risks. You should carefully consider the risk factors incorporated by reference to our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed (and not furnished) by us with the SEC subsequent to the last day of the fiscal year covered by our most recent Annual Report on Form 10-K and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, that are also incorporated by reference in this prospectus, and the risk factors and other information contained in the applicable prospectus supplement and any applicable free writing prospectus before acquiring any of such offered securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

Table of Contents**USE OF PROCEEDS**

Unless stated otherwise in the applicable prospectus supplement, we will use the net proceeds from the sale of the offered securities to expand and improve our utility plant, to refund and retire indebtedness, for working capital and other general corporate purposes and to replenish funds previously expended for these purposes.

**RATIOS OF EARNINGS TO FIXED CHARGES AND OF EARNINGS TO COMBINED FIXED
CHARGES AND PREFERRED STOCK DIVIDENDS**

The following table sets forth the ratios of our earnings to fixed charges and of our earnings to combined fixed charges and preferred stock dividends for each of the years in the five-year period ended December 31, 2016 and for the nine months ended September 30, 2017:

| | Nine Months Ended September 30, | Years Ended December 31, | | | | |
|---|--|---------------------------------|-------------|-------------|-------------|-------------|
| | 2017 | 2016 | 2015 | 2014 | 2013 | 2012 |
| Ratio of earnings to fixed charges | 5.12 | 5.35 | 6.74 | 6.96 | 7.23 | 5.72 |
| Ratio of earnings to combined fixed charges and preferred stock dividends | 5.07 | 5.26 | 6.61 | 6.79 | 7.05 | 5.58 |

For information regarding how these ratios were calculated, please see Exhibit 12.3 to our Quarterly Report on Form 10-Q for the nine months ended September 30, 2017.

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DESCRIPTION OF OFFERED SECURITIES

The following is a general description of some of the terms and provisions of the offered securities. These descriptions are not a complete description of the terms and provisions of each offered security. Any prospectus supplement and any free writing prospectus will describe additional terms and provisions of the offered securities offered thereby. The prospectus supplement or any free writing prospectus may also add, update or change the terms and provisions of the offered securities as described in this prospectus. For more information about the offered securities, please refer to:

the form of the indenture between us and U.S. Bank National Association, as trustee, relating to the issuance of each series of senior debt securities by us (the "senior indenture");

the first mortgage indenture dated October 1, 1940 (the "original indenture") between us and U.S. Bank National Association, as successor trustee, relating to the issuance of each series of first mortgage bonds by us, as amended by supplemental indentures dated as of August 1, 1955, December 1, 1956, June 1, 1965, August 1, 1972, May 1, 1976 and September 15, 1981 (collectively, the "mortgage bond indenture"); and

the applicable certificate of determination establishing the designation and terms of any series of our series preferred stock we are offering hereunder, which will be filed as an exhibit to the registration statement of which this prospectus is a part or a document incorporated by reference herein, and the description of our series preferred stock contained in our restated articles of incorporation.

These documents or forms of these documents are or will be filed as exhibits to the registration statement of which this prospectus is a part or a document incorporated by reference herein. The indentures are subject to and governed by the Trust Indenture Act of 1939, as amended, and may be supplemented or amended from time to time.

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DESCRIPTION OF SENIOR DEBT SECURITIES

Unless indicated differently in a prospectus supplement or a free writing prospectus, the following is a general description of some of the terms and provisions of the senior debt securities we may offer and sell by this prospectus. In this section, references to indenture mean the senior indenture and references to we, our and us mean, unless otherwise expressly stated or the context otherwise requires, Southern California Gas Company excluding its subsidiaries (if any).

The senior debt securities will be governed by the indenture. The indenture gives us broad authority to set the particular terms of each series of senior debt securities, including the right to modify certain of the terms contained in the indenture. The particular terms of a series of senior debt securities and the extent, if any, to which the particular terms of the series modify the terms of the indenture will be described in the accompanying prospectus supplement, or a free writing prospectus, relating to such series of senior debt securities.

The indenture contains the full legal text of the matters described in this section. The following description of certain provisions of the indenture and our senior debt securities is not complete and is subject to and qualified in its entirety by reference to all the provisions of the indenture, including definitions of terms used in the indenture, and by the certificates evidencing the debt securities of each series, copies of which have been or will be filed or incorporated by reference as exhibits to the registration statement of which this prospectus is a part or to a document incorporated by reference in this prospectus and which may be obtained as described under **Where You Can Find More Information; Incorporation by Reference**. We also include references in parentheses to particular sections of the indenture. Whenever we refer to particular sections or defined terms of the indenture in this prospectus or in a prospectus supplement, those sections or defined terms are incorporated by reference into this prospectus or the applicable prospectus supplement. This description also is subject to and qualified by reference to the description of the particular terms of a particular series of senior debt securities described in the applicable prospectus supplement or free writing prospectus.

General

We may issue an unlimited amount of senior debt securities under the indenture in one or more series. We are not required to issue all senior debt securities of one series at the same time and, unless otherwise provided in a prospectus supplement, we may reopen a series, without the consent of the holders of the senior debt securities of that series, for issuances of additional senior debt securities of that series. The senior debt securities will be our unsecured obligations.

Prior to the issuance of each series of senior debt securities, the terms of the particular securities will be specified in either a supplemental indenture or a board resolution and one or more officers' certificates. We refer you to the applicable prospectus supplement for a description of the following terms of each series of senior debt securities:

the title of the senior debt securities;

any limit upon the aggregate principal amount of the senior debt securities;

the date or dates on which principal will be payable or the method of determining such date or dates;

the rate or rates or method of determination of interest; the date or dates from which interest will accrue; the dates on which interest will be payable, which we refer to as the interest payment dates ; the manner (if any) of determination of such interest payment dates; and any record dates for the interest payable on the interest payment dates;

any obligation or option we have to redeem or purchase senior debt securities, or any option of the registered holder to require us to redeem or repurchase senior debt securities, and the terms and conditions upon which the senior debt securities will be redeemed or purchased;

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the denominations in which the senior debt securities will be issuable, if other than denominations of \$1,000 and any integral multiple thereof;

whether the senior debt securities are to be issued in whole or in part in the form of one or more global debt securities and, if so, the identity of the depositary for the global debt securities;

any addition, modification or deletion of any events of default or covenants provided in the indenture with respect to the senior debt securities and any change in the acceleration provisions with respect to the senior debt securities; and