

PG&E Corp
Form 8-K
January 23, 2019

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: January 23, 2019

(Date of earliest event reported)

| Commission | Exact Name of Registrant | State or Other Jurisdiction of | IRS Employer |
|--------------------|------------------------------------|---------------------------------------|------------------------------|
| File Number | as specified in its charter | Incorporation or Organization | Identification Number |
| 1-12609 | PG&E CORPORATION | California | 94-3234914 |
| 1-2348 | PACIFIC GAS AND | California | 94-0742640 |
| | ELECTRIC COMPANY | | |

77 Beale Street

77 Beale Street

P.O. Box 770000

P.O. Box 770000

San Francisco, California 94177

San Francisco, California 94177

(Address of principal executive offices) (Zip Code)

(Address of principal executive offices) (Zip Code)

(415) 973-1000

(415) 973-7000

(Registrant's telephone number, including area code) (Registrant's telephone number, including area code)

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company PG&E Corporation

Emerging growth company Pacific Gas and Electric 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.

PG&E Corporation

Pacific Gas and Electric Company

Item 7.01. Regulation FD Disclosure

As previously reported, on January 21, 2019 PG&E Corporation (the Corporation) and Pacific Gas and Electric Company (the Utility) entered into a commitment letter for debtor-in-possession financing with JPMorgan Chase Bank, N.A, Bank of America, N.A., Barclays Bank PLC and Citigroup Global Markets Inc. (collectively, the Commitment Parties) pursuant to which the Commitment Parties committed to provide \$5.5 billion in senior secured superpriority debtor-in-possession credit facilities (the DIP Facilities).

In connection with the syndication of the DIP Facilities, a lender presentation may be distributed to prospective lenders. Accordingly, the Corporation and the Utility are furnishing as Exhibit 99.1 attached hereto selected slides from the lender presentation and such information therein is incorporated by reference herein.

In the lender presentation, the Corporation and the Utility have provided their current estimate of capital expenditures for 2019 and 2020 of approximately \$6.6 billion and approximately \$6.9 billion, respectively.

The information being furnished in this Item 7.01 and in Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit

| No. | Description |
|------------|---|
| 99.1 | <u>Selected slides from the Lender Presentation dated January 23, 2019.</u> |

Cautionary Statement Concerning Forward-Looking Statements

This current report on Form 8-K includes forward-looking statements that are not historical facts, including statements about the beliefs, expectations, estimates, future plans and strategies of the Corporation and the Utility. These statements are based on current expectations and assumptions, which management believes are reasonable, and on information currently available to management, but are necessarily subject to various risks and uncertainties. In addition to the risk that these assumptions prove to be inaccurate, other factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include factors disclosed in the Corporation s and the Utility s annual report on Form 10-K for the year ended December 31, 2017, their quarterly reports for the quarters ended March 31, 2018, June 30, 2018, and September 30, 2018, and their subsequent reports filed with the Securities and Exchange Commission.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned thereunto duly authorized.

PG&E CORPORATION

Dated: January 23, 2019

By: /s/ Jason P. Wells
Jason P. Wells

Senior Vice President and Chief Financial Officer

PACIFIC GAS AND ELECTRIC COMPANY

Dated: January 23, 2019

By: /s/ David S. Thomason
David S. Thomason

Vice President, Chief Financial Officer and
Controller