

XCEL ENERGY INC  
Form S-8  
February 28, 2019

As filed with the Securities and Exchange Commission on February 28, 2019

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**XCEL ENERGY INC.**

**(Exact name of registrant as specified in its charter)**

**Minnesota**  
**(State or other jurisdiction of**  
**incorporation or organization)**  
**414 Nicollet Mall**

**41-0448030**  
**(I.R.S. Employer**  
**Identification No.)**  
**55401**

**Minneapolis, Minnesota**

**(Address of registrant's principal executive offices)**

**(Zip code)**

**Xcel Energy 401(k) Savings Plan**

**New Century Energies, Inc. Employees Savings and Stock Ownership Plan for**

**Bargaining Unit Employees and Former Non-Bargaining Unit Employees**

**New Century Energies, Inc. Employee Investment Plan for**

**Bargaining Unit Employees and Former Non-Bargaining Unit Employees**

**Nuclear Management Company, LLC NMC Savings and Retirement Plan**

**(Full title of the plan)**

**ROBERT FRENZEL**

**Executive Vice President and Chief Financial Officer**

**Xcel Energy Inc.**

**414 Nicollet Mall**

**Minneapolis, Minnesota 55401**

**(612) 330-5500**

**(Names and address, including zip code, and telephone number, including area code, of agents for service)**

*Copy to:*

**SCOTT WILENSKY**

**Executive Vice President and General Counsel**

**Xcel Energy Inc.**

**414 Nicollet Mall**

**Minneapolis, Minnesota 55401**

**(612) 330-5500**

**(Name and address of agent for service)**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer  
Non-accelerated filer

Accelerated filer  
Smaller reporting company  
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

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**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
	<b>to Be</b>	<b>Maximum</b>	<b>Maximum</b>	<b>Amount of</b>
<b>Securities to Be Registered (1)</b>	<b>Registered (2)</b>	<b>Offering Price</b>	<b>Aggregate</b>	<b>Registration Fee (2)</b>
		<b>Per Share (3)</b>	<b>Offering Price (3)</b>	
Common stock, par value \$2.50 per share	2,868,000 shares	\$54.26	\$155,617,680	\$18,860.87

- (1) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plans described herein.
- (2) Pursuant to Rule 416 of the Securities Act of 1933, this registration statement also covers such additional shares of common stock that may become issuable pursuant to the anti-dilution provisions of the employee benefit plans described herein. This registration statement on Form S-8 is being filed for the purpose of registering an additional 1,943,000 shares under the Xcel Energy 401(k) Savings Plan, an additional 508,000 shares under the New Century Energies, Inc. Employees Savings and Stock Ownership Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees, an additional 341,000 under the New Century Energies, Inc. Employee Investment Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees; and an additional 76,000 shares under the Nuclear Management Company, LLC NMC Savings and Retirement Plan.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h) based on the average of the high and low sales prices per share of the Registrant's Common Stock as reported on the Nasdaq on February 21, 2019.
- This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

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## EXPLANATORY NOTE

This registration statement on Form S-8 is being filed for the purpose of registering an additional 2,868,000 shares of the Registrant's Common Stock to be issued pursuant to Xcel Energy's 401(k) plans (the New Shares), with 1,943,000 of these New Shares being authorized for issuance under the Xcel Energy 401(k) Savings Plan (the 401(k) Plan); 508,000 of these New Shares being authorized for issuance under the New Century Energies, Inc. Employees Savings and Stock Ownership Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees (the Employees Savings and Stock Ownership Plan); 341,000 of these New Shares being authorized for issuance under the New Century Energies, Inc. Employee Investment Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees (the Employee Investment Plan); and 76,000 of these New Shares being authorized for issuance under the Nuclear Management Company, LLC NMC Savings and Retirement Plan (the NMC Savings and Retirement Plan, together with the 401(k) Plan, the Employees Savings and Stock Ownership Plan, and the Employee Investment Plan, the Plans). In accordance with Section E of the General Instructions to Form S-8, the contents of Xcel Energy Inc.'s (the Company or the Registrant) registration statements on Form S-8 (Registration Nos. 333-185610, 333-213382, and 333-186856), including the post-effective amendments thereto are incorporated by reference herein.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference

The following documents filed by Xcel Energy Inc. (Xcel Energy) with the Securities and Exchange Commission are incorporated herein by reference:

- (1) Xcel Energy's Annual Report on Form 10-K for the year ended December 31, 2018;
- (2) the Plans' Annual Reports on Form 11-K for the year ended December 31, 2017;
- (3) all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since February 22, 2019 (other than information deemed to have been furnished rather than filed in accordance with the Commission's rules); and
- (4) the description of the Company's common stock contained in Xcel Energy's Current Report on Form 8-K filed on March 13, 2002, our Forms 8-K filed with the SEC on February 18, 2016 and August 14, 2008, which describe certain amendments to our Restated Bylaws (Bylaws), our Form 8-K filed with the SEC on December 12, 2008 describing the termination of the Stockholder Protection Rights Agreement dated as of December 13, 2000, between us and The Bank of New York Mellon, as successor rights agent, our Form 8-K filed with the SEC on May 18, 2012, which described amendments to the voting rights of our common stock holders to eliminate cumulative voting, and our Form 8-K filed with the SEC on December 19, 2017 which describes the transfer in our primary listing exchange.

All documents subsequently filed by Xcel Energy and the Plans pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all the securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part hereof from the respective dates of filing of such documents.

**Item 5. Interests of Named Experts and Counsel**

Scott Wilensky, Executive Vice President and General Counsel of the Registrant, will pass upon the validity of the offered securities. Mr. Wilensky is eligible to participate in certain of the Plans. Mr. Wilensky is the beneficial owner of less than 1% of the Registrant's Common Stock.

**Item 8. Exhibits**

Exhibit Number	Description
5.01	<u>Opinion of Counsel regarding legality of shares</u>
23.01	<u>Consent of Deloitte &amp; Touche LLP</u>
23.02	<u>Consent of Counsel (included in Exhibit 5.01)</u>
24.01	<u>Powers of Attorney</u>
99.01*	<u>Xcel Energy 401(k) Savings Plan (as amended and restated effective as of Jan. 1, 2015) (Exhibit 99.01 to Form S-8 of Xcel Energy filed August 30, 2016, file number 333-213382)</u>
99.02	<u>First Amendment to the Xcel Energy 401(k) Savings Plan, dated December 11, 2016</u>
99.03	<u>Second Amendment to the Xcel Energy 401(k) Savings Plan, dated December 21, 2017</u>
99.04*	<u>New Century Energies, Inc. Employees Savings and Stock Options Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees (as amended and restated effective Jan. 1, 2015, with certain retroactive amendments) (Exhibit 99.02 to Form S-8 of Xcel Energy filed August 30, 2016, file number 333-213382)</u>

- 99.05 First Amendment to New Century Energies, Inc. Employees Savings and Stock Options Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees, dated Dec. 21, 2017
- 99.07\* New Century Energies, Inc. Employees Investment Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees (as amended and restated effective Jan. 1, 2015, with certain retroactive amendments) (Exhibit 99.03 to Form S-8 of Xcel Energy filed August 30, 2016, file number 333-213382)
- 99.08 First Amendment to New Century Energies, Inc. Employees Investment Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees, dated Jan. 1, 2015
- 99.09 Second Amendment to New Century Energies, Inc. Employees Investment Plan for Bargaining Unit Employees and Former Non-Bargaining Unit Employees, dated Dec. 21, 2017
- 99.10\* Nuclear Management Company, LLC NMC Savings and Retirement Plan (as amended and restated effective as of Jan. 1, 2015) (Exhibit 99.01 to post-effective amendment to Form S-8 of Xcel Energy filed August 30, 2016, file number 333-185610)
- 99.11 First Amendment to the Nuclear Management Company, LLC NMC Savings and Retirement Plan, dated Jan. 1, 2015
- 99.12 Second Amendment to the Nuclear Management Company, LLC NMC Savings and Retirement Plan, dated Dec. 21, 2017

\* Incorporated by reference

The Registrant undertakes that it will submit or has submitted the Plans and any amendments thereto to the Internal Revenue Service (the IRS) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plans under Section 401 of the Internal Revenue Code.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on the 28th day of February, 2019.

Xcel Energy Inc.

By: /s/ Robert Frenzel  
 Robert Frenzel  
 Executive Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the date listed above:

Signature	Title
*	Chairman, President, Chief Executive Officer, and Director
Ben Fowke	(Principal Executive Officer)
/s/ Robert Frenzel	Executive Vice President and Chief Financial Officer
Robert Frenzel	(Principal Financial Officer)
/s/ Jeffrey S. Savage	Senior Vice President and Controller
Jeffrey S. Savage	(Principal Accounting Officer)
*	Director
Lynn Casey	Director
*	Director
Richard K. Davis	Director
*	Director
Richard T. O'Brien	Director
*	Director
David K. Owens	Director
*	Director
Christopher J. Policinski	Director



*	Director
James T. Prokopanko	
*	Director
A. Patricia Sampson	
*	Director
James J. Sheppard	
*	Director
David A Westerlund	
*	Director
Kim Williams	
*	Director
Timothy V. Wolf	
*	Director
Daniel Yohannes	

\* By: /s/ Robert Frenzel  
Robert Frenzel  
Attorney-in Fact

The 401(k) Plan

The undersigned is a member of the Committee having the responsibility for the administration of the 401(k) Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the 401(k) Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota on February 28, 2019.

XCEL ENERGY 401(K) SAVINGS PLAN

By: /s/ Jeffrey S. Savage  
Name: Jeffrey S. Savage  
Title: Pension Trust Administration Committee  
The Employees Savings and Stock Ownership Plan

The undersigned is a member of the Committee having the responsibility for the administration of the Employees Savings and Stock Ownership Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the Employees Savings and Stock Ownership Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota on February 28, 2019.

NEW CENTURY ENERGIES, INC.

EMPLOYEES SAVINGS AND STOCK OWNERSHIP PLAN FOR BARGAINING UNIT

EMPLOYEES AND FORMER NON-BARGAINING UNIT EMPLOYEES

By: /s/ Jeffrey S. Savage  
Name: Jeffrey S. Savage  
Title: Pension Trust Administration Committee  
The Employee Investment Plan

The undersigned is a member of the Committee having the responsibility for the administration of the Employee Investment Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the Employee Investment Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota on February 28, 2019.

NEW CENTURY ENERGIES, INC.

EMPLOYEE INVESTMENT PLAN FOR

BARGAINING UNIT EMPLOYEES AND

FORMER NON-BARGAINING UNIT EMPLOYEES

By: /s/ Jeffrey S. Savage  
Name: Jeffrey S. Savage  
Title: Pension Trust Administration Committee  
NMC Savings and Retirement Plan

The undersigned is a member of the Committee having the responsibility for the administration of the NMC Savings and Retirement Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the NMC Savings and Retirement Plan has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota on February 28, 2019.

NUCLEAR MANAGEMENT COMPANY, LLC NMC SAVINGS AND RETIREMENT PLAN

By: /s/ Jeffrey S. Savage  
Name: Jeffrey S. Savage  
Title: Pension Trust Administration Committee