

PPL Corp
Form 8-K
June 24, 2010

Table of Contents

**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): June 22, 2010

**Commission File
Number
1-11459**

**Registrant; State of Incorporation;
Address and Telephone Number**

**IRS Employer
Identification No.
23-2758192**

PPL Corporation

(Exact name of Registrant as specified in its charter)

(Pennsylvania)

Two North Ninth Street

Allentown, PA 18101-1179

(610) 774-5151

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))
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TABLE OF CONTENTS

Item 1.01 Entry into a Material Definitive Agreement

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EX-1.1

EX-1.2

EX-99.1

Table of Contents

Section 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

On June 22, 2010, PPL Corporation (PPL or the Company) entered into (i) an Underwriting Agreement (the Common Stock Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters (the Common Stock Underwriters), relating to the registered public offering and sale by PPL of 90 million shares of PPL's common stock, par value \$.01 per share (Common Stock) at a price of \$24.00 per share (the Common Stock Offering). On June 23, 2010, the Common Stock Underwriters exercised in full their option to purchase an additional 13,500,000 shares of Common Stock to cover over-allotments pursuant to the Common Stock Underwriting Agreement.

Concurrently with the Common Stock Offering on June 22, 2010, PPL and PPL Capital Funding, Inc. entered into an Underwriting Agreement (the Equity Units Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters (the Equity Units Underwriters) relating to the registered public offering and sale of 20,000,000 Equity Units (Equity Units) for an aggregate principal amount of \$1.0 billion. On June 23, 2010, the Equity Units Underwriters exercised in full their option to purchase an additional 3,000,000 Equity Units to cover over-allotments pursuant to the Equity Units Underwriting Agreement.

Copies of the Common Stock Underwriting Agreement and the Equity Units Underwriting Agreement are attached hereto as Exhibit 1.1 and Exhibit 1.2, respectively, and are expressly incorporated by reference herein and into the Registration Statement on Form S-3, and any related amendments thereto, filed by PPL on March 25, 2009. The foregoing descriptions of the terms of the Common Stock Underwriting Agreement and the Equity Units Underwriting Agreement are qualified in their entirety by reference to these exhibits.

A copy of a press release issued by PPL on June 22, 2010 is attached as Exhibit 99.1 and incorporated herein by reference.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 1.1 Common Stock Underwriting Agreement, dated June 22, 2010, among PPL Corporation and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters.
- 1.2 Equity Units Underwriting Agreement, dated June 22, 2010, among PPL Corporation, PPL Capital Funding, Inc. and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Credit Suisse Securities (USA) LLC, as representatives of the several underwriters.

99.1 Press release, dated June 22, 2010, issued by PPL Corporation.

Table of Contents

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.

PPL CORPORATION

By: /s/ James E. Abel

James E. Abel

Vice President Finance and Treasurer

Dated: June 24, 2010