

CENTERPOINT ENERGY INC

Form 424B2

October 04, 2018

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Filed Pursuant to Rule 424(b)(2)  
Registration No. 333-215833

Title of each class of securities to be registered	Amount to be registered	Proposed	Proposed	Amount of registration fee(1)
		maximum offering price per unit	maximum aggregate offering price	
3.60% Senior Notes due 2021	\$500,000,000	99.971%	\$499,855,000	\$60,582.43
3.85% Senior Notes due 2024	\$500,000,000	99.928%	\$499,640,000	\$60,556.37
4.25% Senior Notes due 2028	\$500,000,000	99.599%	\$497,995,000	\$60,356.99

(1) Pursuant to Rule 457(r) under the Securities Act of 1933, as amended.

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**PROSPECTUS SUPPLEMENT**

**(To Prospectus Dated September 24, 2018)**

**\$1,500,000,000**

**CenterPoint Energy, Inc.**

**\$500,000,000 3.60% Senior Notes due 2021**

**\$500,000,000 3.85% Senior Notes due 2024**

**\$500,000,000 4.25% Senior Notes due 2028**

This is an offering of \$500,000,000 aggregate principal amount of 3.60% Senior Notes due 2021 (the 2021 notes ), \$500,000,000 aggregate principal amount of 3.85% Senior Notes due 2024 (the 2024 notes ) and \$500,000,000 aggregate principal amount of 4.25% Senior Notes due 2028 (the 2028 notes and, together with the 2021 notes and the 2024 notes, the notes ). The 2021 notes will bear interest at a rate of 3.60% per year from, and including, the date of issuance and will mature on November 1, 2021. The 2024 notes will bear interest at a rate of 3.85% per year from, and including, the date of issuance and will mature on February 1, 2024. The 2028 notes will bear interest at a rate of 4.25% per year from, and including, the date of issuance and will mature on November 1, 2028. We will pay interest on the 2021 and 2028 notes on May 1 and November 1 of each year, beginning on May 1, 2019. We will pay interest on the 2024 notes on February 1 and August 1 of each year beginning on February 1, 2019. The notes are subject to optional redemption prior to maturity at the applicable redemption prices described under the caption Description of the Notes Optional Redemption.

We intend to use the net proceeds from this offering to fund a portion of the Merger Consideration (as defined herein) for our proposed merger with Vectren Corporation (the Vectren Merger ) as described herein under the heading Summary Information Recent Developments Proposed Merger with Vectren and to pay related fees and expenses. However, the completion of this offering is not contingent upon the completion of the Vectren Merger. If we do not consummate the Vectren Merger on or prior to October 31, 2019, or if, on or prior to such date, the Merger Agreement (as defined herein) is terminated, we will be required to redeem all of the outstanding notes at a redemption price equal to 101% of the principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the date of such special mandatory redemption as described under the caption Description of the Notes Special Mandatory Redemption. The notes may also be redeemed at our option, in whole but not in part at any time before October 31, 2019, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption, if we determine, in our reasonable judgment, that the Vectren

Merger will not be consummated on or before 5:00 p.m. (New York City time) on October 31, 2019. See Description of the Notes Special Optional Redemption.

The notes will be issued in minimum denominations of \$2,000 and integral multiples of \$1,000 in excess thereof. The notes will be unsecured and will rank equally with our other unsecured and unsubordinated indebtedness. The notes will be structurally subordinated to all existing and future indebtedness and other liabilities of our subsidiaries.

**Investing in the notes involves risks. See Risk Factors beginning on page S-11 of this prospectus supplement and on page 3 of the accompanying prospectus.**

**Neither the 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.**

	Per 2021 Note	Total	Per 2024 Note	Total	Per 2028 Note	Total
Public Offering Price(1)	99.971%	\$ 499,855,000	99.928%	\$ 499,640,000	99.599%	\$ 497,995,000
Underwriting Discount	0.450%	\$ 2,250,000	0.600%	\$ 3,000,000	0.650%	\$ 3,250,000
Proceeds, before expenses, to CenterPoint Energy, Inc.	99.521%	\$ 497,605,000	99.328%	\$ 496,640,000	98.949%	\$ 494,745,000

(1) Plus accrued interest from October 5, 2018, if settlement occurs after that date.

The underwriters expect to deliver the notes in book-entry form only through the facilities of The Depository Trust Company and for the accounts of its participants, including, Clearstream Banking, société anonyme and Euroclear S.A./N.V., as operator of the Euroclear System, against payment in New York, New York on or about October 5, 2018.

*Joint Book-Running Managers*

**Goldman Sachs & Co. LLC**  
**Mizuho Securities**  
**PNC Capital Markets LLC**

**MUFG**  
**Regions Securities LLC**  
*Senior Co-Managers*

**Morgan Stanley**  
**RBC Capital Markets**  
**TD Securities**      **US Bancorp**

**BNY Mellon Capital Markets, LLC**

*Co-Managers*

**Comerica Securities**

**Guggenheim Securities**

**Prospectus Supplement dated October 3, 2018**

**Loop Capital Markets**

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This document consists of two parts, which should be read together. The first part is this prospectus supplement, which describes the specific terms of the notes, the specific terms of this offering and supplements and updates information contained in the accompanying prospectus and the documents incorporated by reference into this prospectus supplement and the accompanying prospectus. The second part, the accompanying prospectus, provides more general information about the notes and other securities that may be offered from time to time using such prospectus, some of which general information does not apply to this offering. Generally, when we refer to the prospectus, we are referring to both parts of this document combined. You should read this prospectus supplement and the accompanying prospectus together with any written communication prepared by us or on our behalf in connection with this offering together with the additional information described in this prospectus supplement under the headings **Where You Can Find More Information** and **Incorporation By Reference**.

We have not, and the underwriters have not, authorized anyone to provide any information or to make any representations other than those contained or incorporated by reference in this prospectus supplement, the accompanying prospectus and any written communication prepared by us or on our behalf. We and the underwriters take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give you. We are not, and the underwriters are not, making an offer to sell the notes and are not soliciting an offer to buy the notes in any jurisdiction where the offer or sale is not permitted. The information we have included in this prospectus supplement or the accompanying prospectus is accurate only as of the date of this prospectus supplement or the accompanying prospectus, as the case may be, and any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference. Our businesses, financial condition, results of operations and prospects may have changed since these respective dates.

Any information contained in this prospectus supplement or the accompanying prospectus or in a document incorporated by reference in this prospectus supplement or the accompanying prospectus will be deemed to be modified or superseded to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. See **Incorporation By Reference** in this prospectus supplement.

The Bank of New York Mellon Trust Company, National Association, in each of its capacities referenced herein, including, but not limited to, trustee, security registrar and paying agent, has not participated in the preparation of this prospectus supplement or the accompanying prospectus and assumes no responsibility for its content.

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**SUMMARY**

*This summary highlights information from this prospectus supplement and the accompanying prospectus. It is not complete and may not contain all of the information that you should consider before investing in the notes. We encourage you to read this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein or therein in their entirety before making an investment decision, including the information set forth under the heading Risk Factors. The terms CenterPoint Energy, we, our, and us refer to CenterPoint Energy, Inc. and its subsidiaries, unless the context indicates otherwise.*

**CENTERPOINT ENERGY, INC.**

We are a public utility holding company. Our operating subsidiaries own and operate electric transmission and distribution and natural gas distribution facilities, supply natural gas to commercial and industrial customers and electric and natural gas utilities as described below. As of the date of this prospectus supplement, our indirect, wholly-owned subsidiaries include:

CenterPoint Energy Houston Electric, LLC ( Houston Electric ), which engages in the electric transmission and distribution business in the Texas Gulf Coast area that includes the city of Houston; and

CenterPoint Energy Resources Corp. ( CERC Corp. ), which (i) owns and operates natural gas distribution systems in six states and (ii) obtains and offers competitive variable and fixed-price physical natural gas supplies and services primarily to commercial and industrial customers and electric and natural gas utilities in 33 states through its wholly-owned subsidiary, CenterPoint Energy Services, Inc.

As of the date of this prospectus supplement, we also owned an aggregate of 14,520,000 10% Series A Fixed-to-Floating Non-Cumulative Redeemable Perpetual Preferred Units ( ENBL Series A Preferred Units ), representing limited partner interests in Enable Midstream Partners, LP ( Enable ), which owns, operates and develops natural gas and crude oil infrastructure assets. As of the date of this prospectus supplement, CenterPoint Energy Midstream, Inc., our direct wholly-owned subsidiary, owned approximately 54.0% of the common units representing limited partner interests in Enable and also owned a 50% management interest and 40% economic interest in Enable s general partner, Enable GP, LLC.

Our principal executive offices are located at 1111 Louisiana, Houston, Texas 77002 (telephone number: 713-207-1111).

**RECENT DEVELOPMENTS**

**Proposed Merger with Vectren**

On April 21, 2018, CenterPoint Energy entered into an Agreement and Plan of Merger (the Merger Agreement ), by and among CenterPoint Energy, Vectren Corporation, an Indiana corporation ( Vectren ), and Pacer Merger Sub, Inc., an Indiana corporation and wholly owned subsidiary of CenterPoint Energy ( Merger Sub ). Pursuant to the Merger Agreement, on and subject to the terms and conditions set forth therein, Merger Sub will merge with and into Vectren (the Vectren Merger ), with Vectren continuing as the surviving corporation in the Vectren Merger and becoming a wholly owned subsidiary of CenterPoint Energy.

On and subject to the terms and conditions set forth in the Merger Agreement, at the effective time of the Vectren Merger (the Effective Time ), each share of common stock, no par value, of Vectren ( Vectren



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common stock ) issued and outstanding immediately prior to the Effective Time shall be cancelled and converted into the right to receive \$72.00 in cash, without interest (the Merger Consideration ). At the Effective Time, each stock unit payable in Vectren common stock or whose value is determined with reference to the value of Vectren common stock, whether vested or unvested, will be cancelled at the Effective Time with cash consideration paid therefor in accordance with the terms of the Merger Agreement. No dissenters' rights of appraisal in connection with the Vectren Merger are available to holders of Vectren common stock pursuant to the Indiana Business Corporation Law.

Vectren, CenterPoint Energy and Merger Sub each have made various representations, warranties and covenants in the Merger Agreement. Among other things, Vectren has agreed, subject to certain exceptions, to conduct its businesses in the ordinary course, consistent with past practice, from the date of the Merger Agreement until the Effective Time, and not to take certain actions prior to the closing of the Vectren Merger without the approval of CenterPoint Energy. Vectren has made certain additional customary covenants, including, subject to certain exceptions: (1) to cause a meeting of Vectren's shareholders to be held to consider approval of the Merger Agreement, (2) not to solicit proposals relating to alternative business combination transactions and not to participate in discussions concerning, or furnish information in connection with, alternative business combination transactions and (3) not to withdraw its recommendation to Vectren's shareholders regarding the Vectren Merger. In addition, subject to the terms of the Merger Agreement, Vectren, CenterPoint Energy and Merger Sub are required to use reasonable best efforts to obtain all required regulatory approvals, which will include clearance under federal antitrust laws and certain approvals by federal and state regulatory bodies, subject to certain exceptions, including that such efforts not result in a Burdensome Condition (as defined in the Merger Agreement). Furthermore, CenterPoint Energy has agreed to use its reasonable best efforts to obtain the financing contemplated by the commitment letter relating to the Bridge Facility (as defined below), as described in Vectren Merger Financing.

Consummation of the Vectren Merger is subject to various conditions, including: (1) approval of the shareholders of Vectren, (2) expiration or termination of the applicable Hart-Scott-Rodino Act waiting period, (3) receipt of all required regulatory and statutory approvals without the imposition of a Burdensome Condition, (4) absence of any law or order prohibiting the consummation of the Vectren Merger and (5) other customary closing conditions, including (a) subject to materiality qualifiers, the accuracy of each party's representations and warranties, (b) each party's compliance in all material respects with its obligations and covenants under the Merger Agreement and (c) the absence of a material adverse effect with respect to Vectren and its subsidiaries.

On August 28, 2018, shareholders of Vectren, during a special shareholders' meeting, approved the Merger Agreement and the transactions contemplated thereby, including the Vectren Merger, as well as a nonbinding, advisory proposal on compensation that will or may become payable by Vectren to its named executive officers in connection with the Vectren Merger.

On June 15, 2018, CenterPoint Energy and Vectren submitted their filings with the Federal Energy Regulatory Commission and initiated informational proceedings with regulators in Indiana and Ohio. The filing with the Federal Energy Regulatory Commission remains pending and no parties have intervened in the proceeding as of the date of this prospectus supplement. A hearing with regulators in Indiana is scheduled to be held on October 17, 2018. A hearing before the Public Utilities Commission of Ohio is not expected. On June 18, 2018, CenterPoint Energy and Vectren filed notification and report forms with the Antitrust Division of the Department of Justice and the Federal Trade Commission (FTC) as required by the Hart-Scott-Rodino Act. On June 20, 2018, CenterPoint Energy and Vectren submitted their filings with the Federal Communications Commission (FCC). On June 26, 2018, CenterPoint Energy and Vectren received notice from the FTC granting early termination of the waiting period under the Hart-Scott-Rodino Act in connection with the Vectren Merger. On July 24, 2018, CenterPoint Energy and Vectren learned that the FCC had completed their review and approved the proposed transfer of certain licenses in connection with the Vectren Merger.

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The Merger Agreement contains certain termination rights for both CenterPoint Energy and Vectren, including if the Vectren Merger is not consummated by April 21, 2019 (subject to extension for an additional six months if all of the conditions to closing, other than the conditions related to obtaining regulatory approvals, have been satisfied). The Merger Agreement also provides for certain termination rights for each of CenterPoint Energy and Vectren, and provides that, upon termination of the Merger Agreement under certain specified circumstances, CenterPoint Energy would be required to pay a termination fee of \$210 million to Vectren, and under other specified circumstances Vectren would be required to pay CenterPoint Energy a termination fee of \$150 million.

### **Strategic Rationale of the Vectren Merger**

*Growth.* We believe that the Vectren Merger will result in (1) more rate-regulated investment, (2) more customers for existing products and services, and (3) additional products and services for existing customers.

*Complementary Capabilities.* We believe that combining CenterPoint's and Vectren's utilities through the Vectren Merger positions us as a customer-centric, technology-focused, energy delivery company of the future.

*Reduces Business Risk.* We believe that the Vectren Merger will increase geographic and business diversity as well as scale in attractive jurisdictions and economies and create opportunities for operating efficiencies and potentially lower cost of capital. We also believe that the Vectren Merger will result in an increased percentage of utility earnings and provide for enhanced certainty of consolidated earnings and cash flows.

### **Bridge Facility Commitment Letter and Revolving Credit Facility**

On April 21, 2018, and in connection with the Merger Agreement, we entered into a commitment letter (the Commitment Letter) with Goldman Sachs Bank USA (Goldman Sachs) and Morgan Stanley Senior Funding, Inc. (together with Goldman Sachs, the Initial Lenders). Pursuant to the Commitment Letter and subject to the conditions set forth therein, the Initial Lenders (together with a syndicate of lenders) have committed to provide a 364-day senior unsecured bridge term loan facility in an aggregate principal amount of \$5.0 billion (the Bridge Facility) to provide flexibility for the timing of the long-term acquisition financing and to fund, in part, amounts payable by us in connection with the Vectren Merger. The Bridge Facility bears interest at an annual rate equal to LIBOR plus a margin ranging from 1.0% to 2.0%, depending on our credit rating, subject to an increase of 0.25% for each 90 days that elapse after the closing of the Vectren Merger. Assuming we are able to issue a sufficient amount of the notes, we intend to terminate all remaining commitments under the Bridge Facility promptly following the issuance of the notes.

In May 2018, we entered into an amendment to our CenterPoint Energy, Inc. revolving credit facility (as so amended, the Revolving Credit Facility) that will increase the aggregate commitments from \$1.70 billion to \$3.30 billion, effective upon the earlier of (i) the termination of all commitments by certain lenders to provide the Bridge Facility and (ii) the payment in full of all obligations (other than contingent obligations) under the Bridge Facility and termination of all commitments to advance additional credit thereunder, and in each case, so long as the Merger Agreement has not been terminated pursuant to the terms thereof without consummation of the Vectren Merger.

### **Vectren Merger Financing**

The Merger Consideration, as well as associated transaction costs, are expected to be approximately \$6.0 billion. We intend to finance the Merger Consideration with net proceeds from the Series A Preferred Stock Offering (as defined below), the Depositary Shares Offering (as defined below), the Common Stock Offering (as defined below) and expected net proceeds from the sale of the notes offered hereby and future issuances by us of commercial paper, as well as cash on hand. We do not intend to sell Enable common units to finance the Merger Consideration.

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*Series A Preferred Stock Offering.* On August 22, 2018, we closed a public offering (the Series A Preferred Stock Offering ) of 800,000 shares of our Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock, par value \$0.01 per share (the Series A Preferred Stock ), at a price to the public of \$1,000 per share. The net proceeds from the Series A Preferred Stock Offering were approximately \$790 million, after deducting issuance costs and discounts.

*Depository Shares Offering.* On October 1, 2018, we closed a public offering (the Depository Shares Offering ) of 19,550,000 Depository Shares (the Depository Shares ), each representing a 1/20th interest in a share of our 7.00% Series B Mandatory Convertible Preferred Stock, par value \$0.01 per share (the Series B Preferred Stock ), at a price to the public of \$50.00 per Depository Share. The net proceeds from the Depository Shares Offering were approximately \$950 million, after deducting issuance costs and discounts.

*Common Stock Offering.* On October 1, 2018, we closed a public offering (the Common Stock Offering ) of 69,633,027 shares of our Common Stock, par value \$0.01 per share (the Common Stock ), at a price to the public of \$27.25 per share. The net proceeds from the Common Stock Offering were approximately \$1.84 billion, after deducting issuance costs and discounts.

*Commercial Paper Issuances.* Subsequent to this offering, we intend to finance the remaining portion of the Merger Consideration and associated transaction costs with the net proceeds of issuances of commercial paper, as well as cash on hand.

Because the commercial paper issuances are contemplated to take place in the future, the pro forma financial statements were prepared in accordance with the accounting rules assuming that the Merger Consideration will be financed from drawings under the Revolving Credit Facility, through the proceeds from the Series A Preferred Stock Offering, the Depository Shares Offering and the Common Stock Offering, and through the proceeds from the notes offered hereby. See Unaudited Pro Forma Condensed Combined Financial Information. However, we do not intend to draw on the Revolving Credit Facility but rather intend to fund the Merger Consideration with proceeds received from commercial paper issuances, as well as cash on hand, in addition to the proceeds from the Series A Preferred Stock Offering, the Depository Shares Offering, the Common Stock Offering and the notes offered hereby, although there is no guarantee that we will be able to consummate the commercial paper issuances as planned or at all. As a result, purchasers of the notes offered hereby should not place undue reliance on the pro forma information included and incorporated by reference in this prospectus supplement and the accompanying prospectus. See Sources and Uses.

*Transactions Not Contingent.* Completion of this offering of the notes is not contingent upon the completion of the Vectren Merger. However, if we do not consummate the Vectren Merger on or prior to October 31, 2019, or if, on or prior to such date, the Merger Agreement is terminated, we will be required to redeem all of the outstanding notes at a redemption price equal to 101% of the principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the date of such special mandatory redemption as described under the caption Description of the Notes Special Mandatory Redemption. The notes may also be redeemed at our option, in whole but not in part at any time before October 31, 2019, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption, if we determine, in our reasonable judgment, that the Vectren Merger will not be consummated on or before 5:00 p.m. (New York City time) on October 31, 2019. See Description of the Notes Special Optional Redemption.

**Sources and Uses**

The following table sets forth the anticipated sources and uses of funds to pay the Merger Consideration and related fees and expenses and is based on our intention to fund the Merger Consideration with proceeds from the

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notes offered hereby, the Series A Preferred Stock Offering, the Depositary Shares Offering, the Common Stock Offering, as well as commercial paper issuances and cash on hand. The table assumes that the Vectren Merger, this offering, the Series A Preferred Stock Offering, the Depositary Shares Offering, the Common Stock Offering and the commercial paper issuances are completed simultaneously, although the Series A Preferred Stock Offering, the Depositary Shares Offering and the Common Stock Offering have closed.

The amount of proceeds from the Series A Preferred Stock Offering, the Depositary Shares Offering, and the Common Stock Offering appearing in the following table reflects the actual amount of gross proceeds received from such offering before deducting issuance costs and discounts. All of the other amounts in the following table are assumed and are presented for illustrative and informational purposes only. The information in the following table is based on numerous assumptions and estimates and is subject to other uncertainties, and our actual sources and uses of financing may differ, perhaps substantially, from those reflected in the following table. In addition, the actual amount of proceeds we receive from this offering and the actual amount of fees and expenses (including discounts) payable in connection with this offering may differ, perhaps substantially, from the amounts reflected in the following table and elsewhere in this prospectus supplement. The information below also assumes that we are able to consummate this offering upon favorable terms and, thus, we do not draw on the Bridge Facility or the Revolving Credit Facility. Accordingly, holders of the notes should not place undue reliance on the information in the following table.

<b>Sources of Funds(1)</b>	(Dollars in millions)		<b>Uses of Funds(6)</b>
Assumption of Vectren debt(2)	\$ 2,500	Assumption of Vectren debt(2)	\$ 2,500
Series A Preferred Stock	800	Acquisition of Vectren common shares outstanding	5,982
Depositary Shares(3)	978		
Common Stock(3)	1,897		
Notes offered hereby	1,500		
Commercial paper and cash on hand(4)	807		
Bridge Facility and Revolving Credit Facility(5)			
<b>Total sources of funds</b>	<b>\$ 8,482</b>	<b>Total uses of funds</b>	<b>\$ 8,482</b>

- (1) All dollar amounts in this column are calculated before deducting estimated underwriting discounts and other offering fees or expenses.
- (2) We anticipate that Vectren and its subsidiaries will have approximately \$2.50 billion of outstanding short-term and long-term debt as of December 31, 2018.
- (3) Includes the full exercise by the underwriters in the Depositary Shares Offering of their option to purchase additional depositary shares to cover over-allotments and the full exercise by the underwriters in the Common Stock Offering of their option to purchase additional shares of our common stock to cover over-allotments.
- (4) Because the commercial paper issuances are contemplated to take place in the future, the pro forma financial statements were prepared in accordance with the accounting rules assuming that the Merger Consideration will be financed from drawings under the Revolving Credit Facility, through the proceeds from the Series A Preferred Stock Offering, the Depositary Shares Offering, the Common Stock Offering, and through the proceeds from the issuance of the notes offered hereby. See Unaudited Pro Forma Condensed Combined Financial Information. However, we do not intend to draw on the Revolving Credit Facility but rather intend to fund the Merger



Consideration with proceeds received through the issuance of commercial paper, as well as cash on hand, in addition to the proceeds from the Series A Preferred Stock Offering, the Depositary Shares Offering, the Common Stock Offering, and the issuance of the notes offered hereby, although there is no guarantee that we will be able to consummate the commercial paper issuances

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as planned or at all. As a result, purchasers of the notes offered hereby should not place undue reliance on the pro forma information included and incorporated by reference in this prospectus supplement and the accompanying prospectus.

- (5) Assuming we are able to issue a sufficient amount of the notes, we intend to terminate all remaining commitments under the Bridge Facility promptly following the issuance of the notes.
- (6) Excludes estimated fees and expenses, including underwriting discounts, commitment fees, legal, accounting and other fees and expenses associated with the completion of the Vectren Merger and the financing transactions.

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**The Offering**

Issuer	CenterPoint Energy, Inc.
Notes Offered	<p>\$500,000,000 aggregate principal amount of 3.60% senior notes due 2021</p> <p>\$500,000,000 aggregate principal amount of 3.85% senior notes due 2024</p> <p>\$500,000,000 aggregate principal amount of 4.25% senior notes due 2028</p>
Maturity Date	<p>November 1, 2021 for the 2021 notes</p> <p>February 1, 2024 for the 2024 notes</p> <p>November 1, 2028 for the 2028 notes</p>
Interest Payment Dates	For the 2021 notes and the 2028 notes, May 1 and November 1, commencing on May 1, 2019. For the 2024 notes, February 1 and August 1, commencing on February 1, 2019.
Minimum Denominations	The notes will be issued in minimum denomination of \$2,000 and integral multiples of \$1,000 in excess thereof.
Ranking	<p>The notes will:</p> <p>be our general unsecured obligations;</p> <p>rank equally in right of payment with our other existing and future unsecured and unsubordinated indebtedness; and</p> <p>be structurally subordinated to the liabilities of our subsidiaries.</p>

As of June 30, 2018, we, on a consolidated basis, and excluding subsidiaries issuing transition and system restoration bonds, had approximately \$7.5 billion aggregate principal amount of indebtedness outstanding. As of June 30, 2018, we have also entered into the Commitment Letter with a syndicate of lenders providing, subject to customary conditions, for a \$5.0 billion, 364-day senior unsecured Bridge Facility to backstop a portion of our obligation to pay the Merger Consideration. We anticipate that Vectren and its subsidiaries will have approximately \$2.5 billion of outstanding short-term and long-term debt as of December 31, 2018. Assuming we are able to issue a sufficient amount of the notes, we intend to terminate all remaining commitments under the Bridge Facility promptly following the issuance of the notes. However, upon the termination of such commitments under the Bridge Facility, the aggregate commitments by lenders under our Revolving Credit Facility will increase by an additional \$1.6 billion.

#### Optional Redemption

At any time and from time to time, we may redeem at our option in whole or in part (a) the 2021 notes, (b) the 2024 notes on any date

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prior to January 1, 2024 (the 2024 Par Call Date ), and (c) the 2028 notes on any date prior to August 1, 2028 (the 2028 Par Call Date ), by paying the greater of (i) 100% of the principal amount to be redeemed and (ii) the applicable make-whole amount based on U.S. treasury rates as specified in this prospectus supplement under Description of the Notes Optional Redemption plus, in each case, accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. At any time on or after the 2024 Par Call Date or the 2028 Par Call Date, as applicable, we may redeem at our option in whole or in part the 2024 notes or the 2028 notes, respectively, by paying 100% of the principal amount to be redeemed plus accrued and unpaid interest thereon, if any, to, but excluding, the redemption date. For additional information, please see Description of the Notes Optional Redemption beginning on page S-42 of this prospectus supplement.

Special Mandatory Redemption

Upon the occurrence of a Special Mandatory Redemption Trigger (as defined herein), we will be required to redeem the notes, in whole, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption. See Description of the Notes Special Mandatory Redemption.

Special Optional Redemption

We will have the right to redeem the notes, at our option, in whole but not in part, at any time before October 31, 2019, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption, if we determine, in our reasonable judgment, that the Vectren Merger will not be consummated on or before 5:00 p.m. (New York City time) on October 31, 2019. See Description of the Notes Special Optional Redemption.

Consolidation, Merger and Sale of Assets

The indenture restricts our ability to merge, consolidate or transfer substantially all of our assets. See Description of Our Debt Securities Consolidation, Merger and Sale of Assets on page 10 of the accompanying prospectus.

Lack of Public Market for the Notes

There is no existing market for the notes. We cannot provide any assurance about:

the liquidity of any markets that may develop for the notes;

your ability to sell the notes; or

the prices at which you will be able to sell the notes.

Future trading prices of the notes will depend on many factors, including:

prevailing interest rates;

our operating results;

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the ratings of the notes; and

the market for similar securities.

We do not intend to apply for listing of the notes on any securities exchange or for quotation of the notes on any dealer quotation system.

**Risk Factors**

You should consider carefully all the information set forth and incorporated by reference in this prospectus supplement and the accompanying prospectus and, in particular, you should evaluate the specific factors set forth under **Risk Factors** beginning on page S-11 of this prospectus supplement before deciding whether to invest in the notes.

**Governing Law**

The indenture and the notes are governed by, and construed in accordance with, the laws of the State of New York.

**Use of Proceeds**

The net proceeds from this offering, after deducting the underwriting discount and estimated expenses of the offering payable by us, are expected to be approximately \$1.486 billion. We intend to use the net proceeds from this offering, the Series A Preferred Stock Offering, the Depositary Shares Offering and the Common Stock Offering, as well as issuances of commercial paper and cash on hand, to fund the Merger Consideration and to pay related fees and expenses. See **Use of Proceeds**.

This offering is not contingent on completion of the Vectren Merger. However, if we do not consummate the Vectren Merger on or prior to October 31, 2019, or if, on or prior to such date, the Merger Agreement is terminated, we will be required to redeem all of the outstanding notes at a redemption price equal to 101% of the principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the date of such special mandatory redemption as described under the caption **Description of the Notes Special Mandatory Redemption**. The notes may also be redeemed at our option, in whole but not in part at any time before October 31, 2019, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption, if we determine, in our reasonable judgment, that the Vectren Merger will not be consummated on or before 5:00 p.m. (New York City time) on October 31, 2019. See **Description of the Notes Special Optional Redemption**. Pending application of the net proceeds of this offering for the foregoing purposes, we expect to use the net proceeds to repay commercial paper and other short-term indebtedness that were issued or incurred for general corporate and working capital purposes or invest such net proceeds in various instruments which may include, but would not be limited to, short- and intermediate-term, interest-bearing obligations, including bank deposits and certificates of





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deposit with financial institutions having investment-grade ratings, U.S. government obligations or money market funds primarily invested in securities issued by the U.S. government or its agencies. See Recent Developments Vectren Merger Financing and Use of Proceeds.

Trustee The Bank of New York Mellon Trust Company, National Association (as successor to JPMorgan Chase Bank).

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**Table of Contents****RISK FACTORS**

*In addition to the following information about risks, you should consider carefully the risk factors and risks identified or referenced in our Annual Report on Form 10-K for the fiscal year ended December 31, 2017 (the 2017 Form 10-K ) and our Quarterly Reports on Form 10-Q for the quarterly periods ended March 31, 2018 and June 30, 2018 (the 2nd Quarter 2018 Form 10-Q ), which are incorporated by reference in this prospectus supplement and the accompanying prospectus, as they may be amended, supplemented or superseded from time to time by other reports that we subsequently file with the Securities and Exchange Commission (the SEC ), together with the other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus, before making an investment in the notes.*

**Risks Related to the Notes**

*A change in our credit ratings or the ratings of the notes could adversely affect the market price of the notes.*

On April 24, 2018, Moody's placed CenterPoint Energy, Inc.'s credit ratings for its senior unsecured debt on negative outlook and S&P placed its long-term ratings on CenterPoint Energy Inc. on CreditWatch with negative implications. Moody's and S&P indicated that their actions were triggered by the proposed acquisition of Vectren and our expected increased leverage relating to our proposed financing of the Vectren Merger. Moody's indicated that a one notch downgrade is likely if the Vectren Merger is financed as we have proposed. S&P, however, noted that its ratings action reflected the potential of a one to two notch downgrade. By maintaining our current business risk profile and consummating the Series A Preferred Stock Offering, the Depositary Shares Offering and the Common Stock Offering, we are targeting a BBB or better credit rating upon consummation of the Vectren Merger. A BBB rating would reflect a one notch downgrade from our current credit rating. We cannot guarantee that we will be able to achieve our targeted credit rating. Both agencies also indicated that a downgrade could occur at or before the closing of the Vectren Merger. The negative outlook by Moody's and S&P, any downgrade of our credit ratings by S&P, Fitch Ratings, Moody's or any other rating agency, or any additional negative outlook on our credit ratings may adversely affect the market price of our debt securities, Common Stock, the Series A Preferred Stock, the Depositary Shares and the Series B Preferred Stock and could make it more costly for us to issue debt securities, to borrow under our credit facilities and to raise certain other types of financing, including in connection with the Vectren Merger.

Credit ratings reflect only the views of the issuing rating agency or agencies and are not recommendations to purchase, sell or hold any particular security, including the notes. In addition, credit ratings do not reflect market prices or suitability of a security for a particular investor, and any future credit rating of the notes may not reflect all risks related to us and our business or the structure or market value of the notes.

*We cannot assure you that an active trading market will develop for the notes.*

Each series of notes will be a new issue of securities for which currently there is no established trading market. We do not intend to apply for the listing of the notes on any securities exchange or for quotation of the notes on any dealer quotation system. We cannot assure you that a trading market will develop for the notes. Even if a market for the notes does develop, we cannot assure you that there will be liquidity in that market or that the notes might not trade for less than their original value or face amount. The liquidity of any market for the notes will depend on the number of holders of the notes, the interest of securities dealers in making a market in the notes and other factors. If a liquid market for the notes does not develop, you may be unable to resell the notes for a long period of time, if at all. This means you may not be able to readily convert your notes into cash, and the notes may not be accepted as collateral for a loan.

Even if a market for the notes develops, trading prices could be higher or lower than the initial offering price. The price of the notes will depend on many factors, including prevailing interest rates, our operating results and the market for similar securities. Declines in the market prices for debt securities generally may also materially and adversely affect the liquidity of the notes, independent of our financial performance.

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***Our existing indebtedness, and any future indebtedness, may adversely affect our future financial and operating flexibility and our ability to service the notes.***

As of June 30, 2018, we, on an unconsolidated basis, had approximately \$0.6 billion aggregate principal amount of indebtedness outstanding, \$0.5 billion of which was unsecured, excluding principal amounts under our 2.0% Zero-Premium Exchangeable Subordinated Notes due 2029. Excluding subsidiaries issuing transition and system restoration bonds, as of June 30, 2018, our subsidiaries had approximately \$6.10 billion aggregate principal amount of third-party indebtedness outstanding, of which approximately \$3.30 billion was secured, as well as other liabilities. In addition, we had the ability to borrow an additional \$2.3 billion under our credit facilities and commercial paper program, collectively, subject to certain limitations. As of June 30, 2018, we have also entered into the Commitment Letter with a syndicate of lenders providing, subject to customary conditions, for a \$5.0 billion, 364-day senior unsecured Bridge Facility to backstop a portion of our obligation to pay the Merger Consideration. Assuming we are able to issue a sufficient amount of the notes, we intend to terminate all remaining commitments under the Bridge Facility promptly following the issuance of the notes. However, upon the termination of such commitments under the Bridge Facility, the aggregate commitments by lenders under our Revolving Credit Facility will increase by an additional \$1.6 billion. Our existing indebtedness and the additional debt we may incur in the future for, among other things, working capital, capital expenditures, acquisitions or operating activities may adversely affect our liquidity and, therefore, our ability to make principal and interest payments on the notes.

The indenture governing the notes will permit us to incur additional debt, which would be equal in right of payment to the notes. If we incur any additional indebtedness, including trade payables, that ranks equally with the notes, the holders of that debt would be entitled to share ratably with you in any proceeds distributed in connection with any insolvency, liquidation, reorganization, dissolution or other winding up of us. This may have the effect of reducing the amount of proceeds paid to you. If new debt is added to our current debt levels, the related risks that we now face could intensify.

***The notes will be structurally subordinated to existing and future indebtedness and other liabilities of our subsidiaries.***

Other than the Series A Preferred Units in Enable that we hold directly, we derive all our operating income from, and hold all our assets, including our other interests in Enable, through our subsidiaries. As a result, we will depend on distributions from our subsidiaries and Enable to meet our payment obligations under any debt securities, including the notes and our other obligations. In general, these subsidiaries are separate and distinct legal entities and have no obligation to pay any amounts due on our debt securities or to provide us with funds for our payment obligations, whether by dividends, distributions, loans or otherwise. In addition, provisions of applicable law, such as those limiting the legal sources of dividends, limit our subsidiaries' ability to make payments or other distributions to us, and our subsidiaries could agree to contractual restrictions on their ability to make distributions.

Our right to receive any assets of any subsidiary, and therefore the right of our creditors to participate in those assets, will be structurally subordinated to the claims of that subsidiary's creditors, including trade creditors. In addition, even if we were a creditor of any subsidiary, our rights as a creditor would be effectively subordinated to any security interest in the assets of that subsidiary and any indebtedness of the subsidiary senior to that held by us. Excluding subsidiaries issuing transition and system restoration bonds, as of June 30, 2018, our subsidiaries had approximately \$6.1 billion aggregate principal amount of third-party indebtedness outstanding, of which approximately \$3.3 billion was secured, as well as other liabilities.

***The provisions of the notes will not necessarily protect you in the event of a highly leveraged transaction.***

The terms of the notes will not necessarily afford you protection in the event of a highly leveraged transaction that may adversely affect you, including a reorganization, recapitalization, restructuring, merger or

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other similar transactions involving us or our subsidiaries, whether or not in connection with a change of control. The indenture does not limit the amount of debt we or our subsidiaries may issue. As a result, we could enter into any such transaction even though the transaction could adversely affect our capital structure or credit ratings or otherwise adversely affect the holders of the notes. If we incur secured debt, the notes will be effectively junior to such debt to the extent of the value of the collateral securing such debt. These transactions may not involve a change in voting power or beneficial ownership or result in a downgrade in the ratings of the notes. The indenture does not contain provisions that permit the holders of the notes to require us to redeem or repurchase the notes in the event of a takeover, recapitalization or similar transaction.

***CenterPoint Energy expects to incur significant additional indebtedness and has issued a significant amount of preferred stock in connection with the Vectren Merger. As a result, it may be more difficult for CenterPoint Energy to pay or refinance its debts, pay dividends on its preferred stock or take other actions, and CenterPoint Energy may need to divert cash to fund debt service payments or preferred stock dividend payments.***

As discussed under Summary Recent Developments Vectren Merger Financing and Summary Recent Developments Sources and Uses, CenterPoint Energy expects to incur significant additional indebtedness to finance the Merger Consideration and related transaction costs. The Vectren Merger will constitute a Change of Control under the governing documents of approximately \$1.30 billion of debt of Vectren subsidiaries. While the Vectren Merger will not result in an event of default under such debt documents nor will it compel holders of such debt to tender their debt, the Vectren subsidiaries will be required to offer to repurchase such debt at par upon the closing of the Vectren Merger. Additionally, CenterPoint Energy has issued Series A Preferred Stock and Series B Preferred Stock to fund a portion of the Merger Consideration. Moreover, CenterPoint Energy plans to fund a significant portion of the Merger Consideration through sales of the notes offered hereby and commercial paper. The increase in CenterPoint Energy's debt service obligations resulting from this additional indebtedness and preferred stock dividend obligations could have a material adverse effect on the results of operations, financial condition and prospects of the combined company.

CenterPoint Energy's increased indebtedness and outstanding preferred stock could:

make it more difficult or costly for CenterPoint Energy to pay or refinance its debts as they become due or pay dividends to holders of its preferred stock, particularly during adverse economic and industry conditions, because a decrease in revenues or increase in costs could cause cash flow from operations to be insufficient to make scheduled debt service and/or dividend payments;

limit CenterPoint Energy's flexibility to pursue other strategic opportunities or react to changes in its business and the industry sectors in which it operates and, consequently, put CenterPoint Energy at a competitive disadvantage to its competitors that have less debt;

require a substantial portion of CenterPoint Energy's available cash to be used for debt service payments or to pay dividends to holders of its preferred stock, thereby reducing the availability of its cash to fund working capital, capital expenditures, development projects, acquisitions, dividend payments and other general corporate purposes, which could harm CenterPoint Energy's prospects for growth and the market price of its equity and debt securities, among other things;

result in a downgrade in the credit ratings on CenterPoint Energy's indebtedness (including the notes offered hereby) or the Series A Preferred Stock, which could limit CenterPoint Energy's ability to borrow additional funds, increase the interest rates under its credit facilities and under any new indebtedness it may incur, and reduce the trading prices of its outstanding debt securities, Series A Preferred Stock and Series B Preferred Stock and related depositary shares;

make it more difficult for CenterPoint Energy to raise capital to fund working capital, make capital expenditures, pay dividends, pursue strategic initiatives or for other purposes;

result in higher interest expense in the event of increases in interest rates on CenterPoint Energy's current or future borrowings, including with respect to new commercial paper issuances, subject to

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variable rates of interest (with the deductibility for U.S. federal income taxes of such interest expense potentially limited by the tax reform legislation informally called the Tax Cuts and Jobs Act of 2017); and

require that additional materially adverse terms, conditions or covenants be placed on CenterPoint Energy under its debt instruments, which covenants might include, for example, limitations on additional borrowings and specific restrictions on uses of our assets, as well as prohibitions or limitations on our ability to create liens, pay dividends, receive distributions from its subsidiaries, redeem or repurchase its capital stock or make investments, any of which could hinder CenterPoint Energy's access to capital markets and limit or delay its ability to carry out its capital expenditure program.

Based on the current and expected results of operations and financial condition of CenterPoint Energy and its subsidiaries and the anticipated financing structure for the Vectren Merger, CenterPoint Energy believes that its cash flow from operations, together with the proceeds from borrowings, issuances of equity and debt securities in the capital markets and distributions from its interests in Enable will generate sufficient cash on a consolidated basis to make all of the principal and interest payments when such payments are due under CenterPoint Energy's and its current subsidiaries' existing credit facilities, indentures and other instruments governing their outstanding indebtedness and under the indebtedness anticipated to be incurred to fund the Merger Consideration. However, CenterPoint Energy's expectation is subject to numerous estimates, assumptions and uncertainties, and there can be no assurance that CenterPoint Energy will be able to make such payments of principal and interest or repay or refinance such borrowings and obligations when due. Vectren and its subsidiaries will not guarantee any indebtedness of CenterPoint Energy or any of its other subsidiaries, nor will any of them have any obligation to provide funds, whether in the form of dividends, loans or otherwise, to enable CenterPoint Energy to pay dividends on its common stock, the Series A Preferred Stock, the Series B Preferred Stock and related depositary shares or CenterPoint Energy and its other subsidiaries to make required debt service payments. As a result, the Vectren Merger will substantially increase CenterPoint Energy's debt service obligations without any assurance that CenterPoint Energy will receive any cash from Vectren or any of its subsidiaries to assist CenterPoint Energy in servicing its indebtedness, paying dividends on its common stock, Series A Preferred Stock, Series B Preferred Stock and related depositary shares or meeting its other cash needs.

CenterPoint Energy is committed to maintaining its credit ratings at investment grade. To maintain these credit ratings, CenterPoint Energy may consider it appropriate to reduce the amount of its indebtedness outstanding following the Vectren Merger. CenterPoint Energy may seek to reduce this indebtedness with the proceeds from the issuance of equity securities. However, the ability of CenterPoint Energy to raise additional equity financing after completion of the Vectren Merger will be subject to market conditions and a number of other risks and uncertainties, including whether the results of operations of the combined company meet the expectations of investors and securities analysts. There can be no assurance that CenterPoint Energy will be able to issue additional equity securities after the Vectren Merger on terms that it considers acceptable or at all, or that CenterPoint Energy will be able to reduce the amount of its outstanding indebtedness after the Vectren Merger, should it elect to do so, to a level that permits it to maintain its investment grade credit ratings.

***If the proposed Vectren Merger is consummated and this offering results in aggregate net cash proceeds significantly less than contemplated by this prospectus supplement, we may incur a substantially greater amount of debt under the Bridge Facility, the Revolving Credit Facility or our commercial paper program. This additional debt could adversely affect our business, including by restricting our ability to engage in additional transactions or incur additional indebtedness or resulting in a downgrade or other adverse action with respect to our credit rating.***

In connection with the proposed Vectren Merger, we expect to incur up to approximately \$2.31 billion of additional indebtedness, and if and to the extent that this offering is completed for less proceeds than anticipated, we would fund



any shortfall with borrowings under the Bridge Facility, the Revolving Credit Facility or our

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commercial paper program. Our net consolidated borrowing costs, which cannot be predicted at this time, will depend on rates in effect from time to time, the structure of the debt, taxes and other factors.

In addition, any borrowings under the Bridge Facility will mature 364 days after they are incurred. We may not be able to refinance borrowings under the Bridge Facility on favorable terms or at all before their maturity. In addition, the interest rate applicable to borrowings under the Bridge Facility will increase at the end of each three-month period after the borrowing date. Accordingly, we may incur additional interest expense if we are unable to refinance borrowings under the Bridge Facility before the interest rate increases take effect.

Our credit ratings impact the cost and availability of future borrowings and, accordingly, our cost of capital. Our credit ratings at any time will reflect each rating organization's then opinion of our financial strength, operating performance and ability to meet our debt obligations. There can be no assurance that we will achieve a particular rating or maintain a particular rating in the future. Any reduction in our credit ratings may limit our ability to borrow at interest rates consistent with the interest rates that have been available to us prior to the proposed Vectren Merger, and may subject us to additional covenants under our debt instruments. Any impairment of our ability to obtain future financing on favorable terms could have an adverse effect on our ability to refinance the Bridge Facility, if drawn, with the issuance of debt securities and commercial paper or alternatives to the Bridge Facility on terms more favorable than under the Bridge Facility.

***This offering is not contingent upon the completion of the Vectren Merger. If we do not consummate the Vectren Merger on or prior to October 31, 2019, or if, on or prior to such date, the Merger Agreement is terminated, we will be required to redeem all of the outstanding notes and we may not have the financial resources necessary to effect such redemption.***

This offering is not contingent upon the completion of the Vectren Merger. Our ability to consummate the Vectren Merger is subject to various conditions, certain of which are beyond our control. The Merger Agreement contains certain provisions permitting its termination under certain circumstances. If we do not consummate the Vectren Merger on or prior to October 31, 2019, or if, on or prior to such date, the Merger Agreement is terminated, we will be required to redeem all outstanding notes at a redemption price equal to 101% of the aggregate principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the date of such special mandatory redemption. See Description of the Notes Special Mandatory Redemption in this prospectus supplement. The Notes may also be redeemed at our option, in whole but not in part, at any time before October 31, 2019, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption, if we determine, in our reasonable judgment, that the Vectren Merger will not be consummated on or before 5:00 p.m. (New York City time) on October 31, 2019. If we redeem notes pursuant to the special mandatory redemption or special optional redemption, you may not obtain the return that you expected on your investment in the notes that are so redeemed. In particular, we cannot assure that you will be able to reinvest your redemption proceeds in an investment with a return that is as high as the return you would have earned on the notes that we redeemed and that have a similar level of investment risk.

Whether or not the special mandatory redemption is ultimately triggered, the existence of the mandatory redemption provisions may adversely affect the trading prices of the notes that are subject to those provisions until such time, if any, as the Vectren Merger is consummated.

We will not be required to deposit the proceeds from the issuance of the notes into an escrow account pending completion of the Vectren Merger, nor will we be required to grant any security interest in or other lien on those proceeds to secure any mandatory redemption of the notes. If we are required to redeem the notes, whether because the Vectren Merger is not completed by a specified date, the Merger Agreement is terminated or under similar

circumstances, our ability to pay the redemption price may be limited by our financial resources at the time and the terms of our debt instruments and other instruments and agreements, and it is possible that we will not have sufficient financial resources available to satisfy our obligations to redeem any or all of the notes.

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Any failure to pay the mandatory redemption price of the notes of any series when due would constitute an event of default with respect to the notes of such series pursuant to the indenture under which those notes are issued and could have a material adverse effect on our business, results of operations and financial condition and the market prices of our securities, including the notes offered hereby.

***The unaudited pro forma condensed combined financial information included and incorporated by reference in this prospectus supplement and the accompanying prospectus is presented for illustrative purposes only and does not purport to represent what the financial position or results of operations of the combined company would have been had the Vectren Merger been completed on the dates assumed for purposes of that pro forma information, nor does it represent the actual financial position or results of operations of the combined company following the Vectren Merger, if consummated.***

The unaudited pro forma condensed combined financial information included and incorporated by reference in this prospectus supplement and the accompanying prospectus is presented for illustrative purposes only, is based on numerous adjustments, assumptions and estimates, is subject to numerous other uncertainties and does not purport to reflect what the combined company's financial position or results of operations would have been had the Vectren Merger been completed as of the dates assumed for purposes of that pro forma financial information, nor does it reflect the financial position or results of operations of the combined company following the Vectren Merger, if consummated.

For purposes of the unaudited pro forma condensed combined financial information, the estimated Merger Consideration has been preliminarily allocated to the identifiable assets acquired and liabilities assumed based on limited information presently available to estimate fair values. The Merger Consideration will be allocated among the relative fair values of the identifiable assets acquired and liabilities assumed based on their estimated fair values as of the date of the Vectren Merger. The relative fair values of the assets acquired and liabilities assumed are estimates, which are subject to change pending further review. The actual amounts recorded at the completion of the Vectren Merger, if completed, may differ materially from the information presented in the unaudited pro forma condensed combined financial information.

The unaudited pro forma condensed combined financial information has also been prepared on the assumption that the Vectren Merger and the related financings will be completed on the terms and in accordance with the assumptions set forth under "Unaudited Pro Forma Condensed Combined Financial Information" included in this prospectus supplement and incorporated by reference in this prospectus supplement and the accompanying prospectus. Any changes in these assumptions would result in a change in the unaudited pro forma condensed combined financial information, which could be material. In addition, because none of the potential methods of financing the Vectren Merger will be contingent upon completion of any of the other, it is possible that one or more of such methods of financing will not be completed. It is also possible that such financings, if completed, will not generate the anticipated amount of net proceeds, which may require us to obtain additional or alternative financing, and we may not be able to obtain additional or alternative financing on terms we consider acceptable, or at all. See "Unaudited Pro Forma Condensed Combined Financial Information" and each of our and Vectren's consolidated financial statements included or incorporated by reference in this prospectus supplement and the accompanying prospectus.

Our and Vectren's actual financial positions and results of operations prior to the Vectren Merger and that of the combined company following the Vectren Merger, if consummated, may not be consistent with, or evident from, the unaudited pro forma condensed combined financial information included and incorporated by reference in this prospectus supplement and the accompanying prospectus. In addition, the assumptions or estimates used in preparing the unaudited pro forma condensed combined financial information may not prove to be accurate and may be affected by a broad range of factors.

Although the unaudited pro forma condensed combined financial information included and incorporated by reference in this prospectus supplement includes sensitivity analyses that are intended to assist you in quantifying

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the impact of changes in certain of the assumptions used in preparing such pro forma information, those sensitivity analyses reflect the pro forma impact of only a limited number of those assumptions and therefore do not allow you to quantify the impact of changes in any of the other assumptions made in calculating this pro forma information and changes in certain of those other assumptions may have a material impact on the unaudited pro forma condensed combined financial information. Likewise, the sensitivity analyses we have provided do not necessarily address the impact of all possible changes in the relevant assumptions. We do not intend to provide you with unaudited pro forma condensed combined financial information that reflects the amount, interest rate or any of the other actual terms of this offering.

As a result of the foregoing, purchasers of the notes should not place undue reliance on unaudited pro forma condensed combined financial information included and incorporated by reference in this prospectus supplement and the accompanying prospectus.

***The Vectren Merger will significantly increase our goodwill and other intangible assets.***

Following the Vectren Merger we will have a significant amount of goodwill and other intangible assets on our consolidated financial statements that are subject to impairment based upon future adverse changes in our business or prospects. The impairment of any goodwill and other intangible assets may have negative impact on our consolidated results of operations.

***Litigation filed against Vectren and the members of the Vectren board of directors could result in the payment of damages following completion of the Vectren Merger.***

In connection with the Vectren Merger, seven purported Vectren shareholders filed separate lawsuits against Vectren and the members of the Vectren board of directors under the federal securities laws in the United States District Court for the Southern District of Indiana challenging the adequacy of the disclosures made in Vectren's proxy statement in connection with the Vectren Merger. All seven actions allege violations of Sections 14(a) and 20(a) of the Exchange Act and Rule 14a-9 promulgated thereunder based on various alleged omissions of material information from the proxy statement.

The lawsuits seek, among other things, to enjoin the Vectren Merger or, if the Vectren Merger is consummated, to rescind the Vectren Merger or award rescissory damages, and other relief. Vectren and the Vectren director defendants filed a motion to dismiss on August 15, 2018. On August 22, 2018, the court denied the interim lead plaintiffs preliminary injunction, which sought to halt the Vectren shareholder vote on the Vectren Merger. Pursuant to a stipulation entered on September 4, 2018, the case may proceed once the lead plaintiff (when appointed) files a consolidated amended complaint.

The outcome of this litigation is uncertain. If a dismissal is not granted or a settlement is not reached, the lawsuits could prevent or delay completion of the Vectren Merger and result in substantial costs to CenterPoint Energy, including any costs associated with indemnification. Additional lawsuits may be filed against Vectren or the directors and officers of Vectren in connection with the Vectren Merger. The defense or settlement of any lawsuit or claim that remains unresolved at the time the Vectren Merger is consummated may adversely affect the combined company's business, financial condition, results of operations and cash flows.

**Table of Contents****RATIO OF EARNINGS TO FIXED CHARGES**

The following table sets forth our historical ratio of earnings to fixed charges for the periods indicated. The ratios are calculated pursuant to the applicable rules of the SEC.

	<b>Six Months</b>		<b>Year Ended December 31,</b>			
	<b>Ended June 30,</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014(2)</b>	<b>2013(2)</b>
	<b>2018(1)</b>					
Ratio of earnings to fixed charges	1.69	3.70	2.74	2.67	2.79	2.42

- (1) We do not believe that the ratio for the six-month period is necessarily indicative of the ratio for the twelve-month period due to the seasonal nature of our business.
- (2) Excluded from the computation of fixed charges for the years ended December 31, 2014, and 2013 is interest expense of \$3 million and interest income of \$6 million respectively, which is included in income tax expense.

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**USE OF PROCEEDS**

We estimate that the net proceeds to us from this offering, after deducting issuance costs and discounts payable by us for this offering, will be approximately \$1.486 billion. We intend to use the net proceeds from this offering, the Series A Preferred Stock Offering, the Depositary Shares Offering and the Common Stock Offering, as well as issuances of commercial paper and cash on hand, to fund the Merger Consideration and to pay related fees and expenses. See Summary Recent Developments. However, this offering is not contingent on the completion of the Vectren Merger, and there can be no assurance that the Vectren Merger will be consummated on the terms described herein or at all. If we do not consummate the Vectren Merger on or prior to October 31, 2019, or if, on or prior to such date, the Merger Agreement is terminated, we will be required to redeem all of the outstanding notes on the Special Mandatory Redemption Date (as defined herein) at a redemption price equal to 101% of the principal amount of the notes plus accrued and unpaid interest, if any, to, but excluding, the Special Mandatory Redemption Date as described under the caption Description of the Notes Special Mandatory Redemption. The notes may also be redeemed at our option, in whole but not in part at any time before October 31, 2019, at a redemption price equal to 101% of the aggregate principal amount thereof plus accrued and unpaid interest thereon to, but excluding, the date of such redemption, if we determine, in our reasonable judgment, that the Vectren Merger will not be consummated on or before 5:00 p.m. (New York City time) on October 31, 2019. See Description of the Notes Special Optional Redemption.

Pending application of the net proceeds of this offering for the foregoing purposes, we expect to use the net proceeds to repay commercial paper and other short-term indebtedness that were issued or incurred for general corporate and working capital purposes or invest such net proceeds in various instruments which may include, but would not be limited to, short- and intermediate-term, interest-bearing obligations, including bank deposits and certificates of deposit with financial institutions having investment-grade ratings, U.S. government obligations or money market funds primarily invested in securities issued by the U.S. government or its agencies.

On June 30, 2018, we had \$565 million of commercial paper borrowings, which had a weighted-average maturity of 17 days and a weighted-average interest rate of 2.37%. For information regarding the interest rate and maturity of our other debt, see Note 13 to our Financial Statements in the 2017 Form 10-K as updated by our other filings with the SEC.



Table of Contents**CAPITALIZATION**

The following table sets forth our consolidated short-term debt and capitalization as of June 30, 2018:

on an actual basis;

as adjusted to give effect to the issuance and sale of 800,000 shares of our Series A Preferred Stock in the Series A Preferred Offering on August 22, 2018, 19,550,000 Depositary Shares in the Depositary Shares Offering on October 1, 2018 and 69,633,027 shares of our Common Stock in the Common Stock Offering on October 1, 2018 (collectively, the Completed Merger Financings), but not the use of any proceeds from such offerings; and

as further adjusted to give effect to the issuance and sale of the notes, but not the use of proceeds as described under Use of Proceeds above.

The following table does not give effect to the issuances of commercial paper or drawing on the Bridge Facility or the Revolving Credit Facility to finance a portion of the Merger Consideration and related fees and expenses.

This table should be read in conjunction with our consolidated financial statements and related notes thereto and Management's Discussion and Analysis of Financial Condition and Results of Operations included in the 2017 Form 10-K and the 2nd Quarter 2018 Form 10-Q.

		<b>June 30, 2018</b>	
	<b>Actual</b>	<b>As Adjusted For the Completed Merger Financings (In millions)</b>	<b>As Further Adjusted For this Offering</b>
<b>Short-Term Debt:</b>			
Short-term borrowings	\$	\$	\$
Current portion of Transition and System Restoration Bonds	446	446	446
Indexed Debt, net(1)	26	26	26
Current portion of other long-term debt	50	50	50
<b>Total Short-Term Debt</b>	<b>522</b>	<b>522</b>	<b>522</b>
<b>Long-Term Debt:</b>			
Transition and System Restoration Bonds, net	1,193	1,193	1,193
Other, net	6,567	6,567	6,567
Notes offered hereby			1,500

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Total Long-Term Debt, net	7,760	7,760	9,260
Total Debt	8,282	8,282	9,782
<b>Shareholders' Equity</b>			
Preferred stock, \$0.01 par value, 20,000,000 shares authorized, none outstanding, actual; 800,000 shares of Series A Preferred Stock outstanding, and 977,500 shares of Series B Preferred Stock outstanding, as adjusted for the Completed Merger Financings		1,778	1,778
Common stock, \$0.01 par value, 1,000,000,000 shares authorized, 431,547,782 shares outstanding, actual; 501,180,809 shares outstanding, as adjusted for the Completed Merger Financings	4	5	5
Additional paid-in capital	4,215	6,112	6,112
Retained Earnings	513	513	513
Accumulated other comprehensive loss	(62)	(62)	(62)
<b>Total Shareholders' Equity</b>	<b>4,670</b>	<b>8,346</b>	<b>8,346</b>
Total Capitalization and Short-Term Debt	\$ 12,952	16,628	18,128

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- (1) As of June 30, 2018, the outstanding principal amount of 2.0% Zero-Premium Exchangeable Subordinated Notes due 2029 ( ZENS ) was approximately \$828 million and the contingent principal amount was approximately \$484 million. Interest is paid quarterly on the principal amount at 2% per year plus a pass-through of any dividend on the reference shares of AT&T Inc. and Charter Communications, Inc. common stock. At maturity or upon redemption, holders of ZENS will receive cash equal to the higher of the contingent principal amount or the value of the reference shares.

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**UNAUDITED PRO FORMA CONDENSED COMBINED FINANCIAL INFORMATION**

The Unaudited Pro Forma Condensed Combined Financial Statements (pro forma financial statements) have been derived from the historical consolidated financial statements of CenterPoint Energy, Inc. (CenterPoint Energy) and Vectren Corporation (Vectren). The following pro forma financial statements should be read in conjunction with:

the accompanying Notes to the Unaudited Pro Forma Condensed Combined Financial Statements;

the consolidated financial statements of CenterPoint Energy as of and for the year ended December 31, 2017, included in CenterPoint Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, filed with the Securities and Exchange Commission (SEC) on February 22, 2018;

the unaudited consolidated financial statements of CenterPoint Energy as of and for the six months ended June 30, 2018, included in CenterPoint Energy's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, filed with the SEC on August 3, 2018;

the consolidated financial statements of Vectren as of and for the year ended December 31, 2017, attached as Exhibit 99.1 to CenterPoint Energy's Current Report on Form 8-K filed with the SEC on August 14, 2018; and

the unaudited consolidated financial statements of Vectren as of and for the six months ended June 30, 2018, attached as Exhibit 99.2 to CenterPoint Energy's Current Report on Form 8-K filed with the SEC on August 14, 2018.

On April 21, 2018, CenterPoint Energy entered into an Agreement and Plan of Merger (Merger Agreement), by and among CenterPoint Energy, Vectren and Pacer Merger Sub, Inc., an Indiana corporation and wholly-owned subsidiary of CenterPoint Energy (Merger Sub). Pursuant to the Merger Agreement, on and subject to the terms and conditions set forth therein, Merger Sub will merge with and into Vectren (Vectren Merger), with Vectren continuing as the surviving corporation in the Vectren Merger and becoming a wholly-owned subsidiary of CenterPoint Energy.

The Unaudited Pro Forma Condensed Combined Statements of Income (pro forma statements of income) for the six months ended June 30, 2018, and the year ended December 31, 2017, give effect to the Vectren Merger as if it were completed on January 1, 2017. The Unaudited Pro Forma Condensed Combined Balance Sheet (pro forma balance sheet) as of June 30, 2018, gives effect to the Vectren Merger as if it were completed on June 30, 2018.

The historical financial information has been adjusted in the pro forma financial statements to give effect to pro forma events that are (i) directly attributable to the Vectren Merger, (ii) factually supportable and (iii) with respect to the statements of income, expected to have a continuing impact on the combined results following the Vectren Merger.

The Vectren Merger will be accounted for as an acquisition of Vectren common shares by CenterPoint Energy and will follow the acquisition method of accounting for business combinations. The pro forma financial statements reflect an aggregate purchase price of approximately \$6.0 billion in cash, based upon the Merger Consideration (as defined in the Merger Agreement) of \$72.00 per share for each share of common stock of Vectren issued and outstanding

immediately prior to close of the Vectren Merger.

CenterPoint Energy has obtained committed financing in the form of a \$5.0 billion senior unsecured bridge term loan facility (Bridge Facility) from Goldman Sachs Bank USA, Morgan Stanley Senior Funding, Inc. and a syndicate of lenders. CenterPoint Energy intends to terminate all remaining commitments under the Bridge Facility promptly following the planned issuance of unsecured senior notes (Senior Notes Issuance). As a result, these pro forma financial statements assume that CenterPoint Energy will not borrow any amounts under the Bridge Facility. To the extent, however, there were any borrowings under the Bridge Facility, such borrowings would be classified as short-term debt in current liabilities.

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For purposes of the pro forma financial statements, CenterPoint Energy has assumed the receipt of gross proceeds from the following transactions (three of which have been completed) to fund, after payment of issuance costs and discounts, the approximately \$6 billion gross cash consideration Vectren Merger purchase price (see Note 3 for further details):

\$800 million from the issuance of CenterPoint Energy's Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock (Series A Preferred Stock) completed on August 22, 2018;

\$978 million from the issuance of CenterPoint Energy's 7.00% Series B Mandatory Convertible Preferred Stock (Series B Preferred Stock) completed on October 1, 2018;

\$1.9 billion from the issuance of CenterPoint Energy common stock (Common Stock) completed on October 1, 2018;

\$1.5 billion from the planned Senior Notes Issuance; and

borrowings of approximately \$900 million under the Revolving Credit Facility.

However, in lieu of drawing on the Revolving Credit Facility, CenterPoint Energy anticipates financing that portion of the Vectren Merger reflected above with commercial paper, subject to then current market conditions, as well as with cash on hand. CenterPoint Energy's financing assumptions for the commercial paper issuances (Remaining Merger Debt Financings) are detailed in the accompanying notes but are not reflected in the pro forma statements of income or pro forma balance sheet.

Assumptions and estimates underlying the pro forma adjustments are described in the accompanying notes, which should be read with the pro forma financial statements. Because the pro forma financial statements have been prepared based on preliminary estimates, the total amounts recorded at the date of the Vectren Merger may differ materially from the information presented in the pro forma financial statements. These estimates are subject to change pending further review of the assets acquired and liabilities assumed in the Vectren Merger and the final purchase price of the Vectren Merger.

The pro forma financial statements have been presented for illustrative purposes only and are not necessarily indicative of the results of operations and financial position that would have been achieved had the pro forma events taken place on the dates indicated, or the future consolidated results of operations or financial position of the combined company.

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## CENTERPOINT ENERGY, INC.

## UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET

June 30, 2018

	CenterPoint Energy Historical	Vectren Historical (Note 6)	Pro Forma Adjustments (Note 4)	CenterPoint Energy Pro Forma
	(In Millions)			
<b>Current Assets:</b>				
Cash and cash equivalents	\$ 328	\$ 10	\$ (a) (10)(g)	\$ 328
Investment in marketable securities	584			584
Accounts receivable, net	958	232		1,190
Accrued unbilled revenues	207	148		355
Natural gas and fuel inventory	152	51		203
Materials and supplies	192	53		245
Non-trading derivative assets	74			74
Taxes receivable	39			39
Prepaid expenses and other current assets	167	53		220
Total current assets	2,701	547	(10)	3,238
<b>Property, Plant and Equipment, net</b>	<b>13,397</b>	<b>4,923</b>		<b>18,320</b>
<b>Other Assets:</b>				
Goodwill	867	293	4,156 (b)	5,316
Regulatory assets	2,067	441	(107)(d)	2,401
Non-trading derivative assets	46			46
Investment in unconsolidated affiliate	2,451	2		2,453
Preferred units unconsolidated affiliate	363			363
Intangible assets	69	30	170 (c)	269
Other	147	60	(18)(h) (2)(j) 46 (g)	233
Total other assets	6,010	826	4,245	11,081
<b>Total Assets</b>	<b>\$ 22,108</b>	<b>\$ 6,296</b>	<b>\$ 4,235</b>	<b>\$ 32,639</b>

See Notes to Unaudited Pro Forma Condensed Combined Financial Statements





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## CENTERPOINT ENERGY, INC.

## UNAUDITED PRO FORMA CONDENSED COMBINED BALANCE SHEET (continued)

June 30, 2018

	CenterPoint Energy Historical	Vectren Historical (Note 6)	Pro Forma Adjustments (Note 4)	CenterPoint Energy Pro Forma
	(In Millions)			
<b>Current Liabilities:</b>				
Short-term borrowings	\$	\$ 248	\$ 36 (g)	\$ 284
Current portion of VIE Securitization Bonds				
long-term debt	446			446
Indexed debt, net	26			26
Current portion of other long-term debt	50	60		110
Indexed debt securities derivative	641			641
Accounts payable	706	225	43 (e) 41 (f)	1,015
Taxes accrued	103	45		148
Interest accrued	118	19		137
Non-trading derivative liabilities	26			26
Due to ZENS note holders	382			382
Other	344	167		511
Total current liabilities	2,842	764	120	3,726