

EL PASO CORP/DE
Form 425
May 07, 2012

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): May 4, 2012

KINDER MORGAN, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35081
(Commission
File Number)

80-0682103
(I.R.S. Employer
Identification No.)

500 Dallas Street, Suite 1000
Houston, Texas 77002
(Address of principal executive offices, including zip code)

713-369-9000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☒ 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))

Item 8.01. Other Events.

On May 1, 2012, the Federal Trade Commission (FTC) voted to accept a proposed settlement order regarding our pending acquisition of El Paso Corporation (EP). The FTC also granted early termination of the waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, allowing the companies to close the transaction. The settlement order requires us to divest certain assets currently held by Kinder Morgan Energy Partners, L.P (KMP) to an FTC-approved buyer within 180 days from the date that we consummate the EP acquisition. As previously announced, the assets included in this disposal group are KMP's (i) Kinder Morgan Interstate Gas Transmission natural gas pipeline system; (ii) Trailblazer natural gas pipeline system; (iii) Casper and Douglas natural gas processing operations; and (iv) 50% equity investment in the Rockies Express natural gas pipeline system. In this report, we refer to this combined group of assets as KMP's FTC Natural Gas Pipelines disposal group.

Accordingly, in our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2012, KMP's FTC Natural Gas Pipelines disposal group was reflected as discontinued operations. We have revised our financial statements as of December 31, 2011 and 2010, and for each of the three years in the period ended December 31, 2011, as well as the selected financial data as of and for each of the five years in the period ended December 31, 2011, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Quantitative and Qualitative Disclosures about Market Risk as set forth in our Annual Report on Form 10-K for the year ended December 31, 2011 to reflect KMP's FTC Natural Gas Pipelines disposal group as discontinued operations for all periods presented. These revised financial statements and other financial information are attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

12.1 Statement re: computation of ratio of earnings to fixed charges

23.1

Consent of PricewaterhouseCoopers LLP

99.1 Revised Kinder Morgan, Inc. financial statements as of December 31, 2011 and 2010, and for each of the three years in the period ended December 31, 2011, selected financial data as of and for each of the five years in the period ended December 31, 2011, Management's Discussion and Analysis of Financial Condition and Results of Operations, and Quantitative and Qualitative Disclosures about Market Risk.

S I G N A T U R E

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.

KINDER MORGAN, INC.

Dated: May 4, 2012

By: /s/ Kimberly A. Dang
Kimberly A. Dang
Vice President and Chief Financial Officer

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EXHIBIT INDEX

Exhibit Number	Description
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