

CENTERPOINT ENERGY INC

Form SC TO-I/A

May 14, 2008

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**SCHEDULE TO**  
**Tender Offer Statement**  
**under Section 14(d)(1) or 13(e)(1) of the Securities Exchange Act of 1934**  
**(Amendment No. 3)**

**CenterPoint Energy, Inc.**  
(Name of Subject Company (issuer))  
**CenterPoint Energy, Inc.**  
(Names of Filing Persons (identifying status as offeror, issuer or other person))

**3.75% Convertible Senior Notes Due 2023**  
**3.75% Convertible Senior Notes, Series B Due 2023**  
(Title of Class of Securities)

**15189TAA5 and 15189TAC1**  
**15189TAM9**  
(CUSIP Number of Class of Securities)

**Rufus S. Scott**  
**Senior Vice President, Deputy General Counsel and Assistant Corporate Secretary**  
**CenterPoint Energy, Inc.**  
**1111 Louisiana**  
**Houston, Texas 77002**  
**(713) 207-1111**

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications on Behalf of Filing Persons)

*Copy to:*

**Gerald M. Spedale**  
**Baker Botts L.L.P.**  
**One Shell Plaza**  
**910 Louisiana**  
**Houston, Texas 77002-4995**  
**(713) 229-1234**

- Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing registration statement number, or the Form or Schedule and the date of its filing.
- Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:



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ITEMS 1 through 9

ITEM 12. Exhibits

SIGNATURE

INDEX TO EXHIBITS

Notice of Conversion Rate Adjustment

Company Press Release

Notice of Accrual of Contingent Interest

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This Amendment No. 3 amends and supplements the Tender Offer Statement on Schedule TO originally filed with the Securities and Exchange Commission (the SEC) on April 17, 2008 by CenterPoint Energy, Inc. (the Company), as amended by Amendment No. 1 filed by the Company with the SEC on April 25, 2008 (Amendment No. 1) and Amendment No. 2 filed by the Company with the SEC on April 30, 2008 (Amendment No. 2) (as amended and supplemented by Amendment No. 1 and Amendment No. 2, the Schedule TO), relating to the Company's offer to purchase its 3.75% Convertible Senior Notes due 2023 (the Old Notes) and 3.75% Convertible Senior Notes, Series B due 2023 (the New Notes and, together with the Old Notes, the Notes) that were issued by the Company, upon the terms and conditions set forth in the Indenture dated as of May 19, 2003 (the Original Indenture) by and between the Company and The Bank of New York Trust Company, National Association (successor to JPMorgan Chase Bank), as Trustee, as amended and supplemented by Supplemental Indenture No. 1 dated as of May 19, 2003 (Supplemental Indenture No. 1), under which the Old Notes were issued, and Supplemental Indenture No. 6 dated as of August 23, 2005 (Supplemental Indenture No. 6 and, together with Supplemental Indenture No. 1, the Supplemental Indentures), under which the New Notes were issued (the Original Indenture, as amended and supplemented by Supplemental Indenture No. 1 and Supplemental Indenture No. 6, the Indenture), the Company Notice dated April 17, 2008 (the Company Notice), and the related offer materials filed as Exhibits (a)(1)(B) to (a)(1)(E) to the Schedule TO.

This Amendment No. 3 to Schedule TO is intended to satisfy the disclosure requirements of Rule 13e-4(c)(3) under the Securities Exchange Act of 1934, as amended.

**ITEMS 1 through 9.**

Items 1 through 9 of the Schedule TO, as well as the Company Notice, which is incorporated by reference therein, are hereby amended and supplemented to reflect the following:

**Conversion Rate Adjustment**

As a result of the Company's regular quarterly cash dividend on its common stock, payable on June 10, 2008 to shareholders of record as of the close of business on May 16, 2008, the Conversion Rate (as defined in the Supplemental Indentures) of the Notes will be increased to \$90.7622 per \$1,000 principal amount of the Notes effective May 19, 2008, pursuant to the terms of the Indenture.

**Accrual of Contingent Interest**

On May 14, 2008, the Company announced that for the six-month period beginning May 15, 2008, the Notes will, subject to the terms of the Indenture, accrue contingent interest in the amount of \$3.4341 per \$1,000 principal amount of Notes in addition to regular interest on the Notes. As previously announced on April 16, 2008, the Company plans to redeem all Notes on May 30, 2008 (the Redemption Date). The amount of contingent interest that will be payable with respect to the Notes on the Redemption Date equals \$0.2862 per \$1,000 principal amount of the Notes, a pro-rated portion of the amount that will accrue for the period from May 15, 2008 through November 14, 2008.

Holders that tender Notes pursuant to the Company's offer to purchase will not receive any payment of contingent interest.

Item 12 is hereby amended to read in its entirety as follows:

**ITEM 12. Exhibits.**

- (a)(1)(A)\*     ¾     Company Notice to the Holders of CenterPoint Energy, Inc. 3.75% Convertible Senior Notes due 2023 and 3.75% Convertible Senior Notes, Series B due 2023, dated April 17, 2008.
- (a)(1)(B)\*     ¾     Form of Purchase Notice.
- (a)(1)(C)\*     ¾     Form of Notice of Withdrawal.
- (a)(1)(D)\*     ¾     Substitute Form W-9.

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(a)(1)(E)*	¾	Guidelines for Certification of Taxpayer Identification Number on Substitute Form W-9.
(a)(1)(F)	¾	The description of the Old Notes and the Indenture set forth under the caption Description of the Notes in the Company's prospectus dated December 4, 2003.
(a)(1)(G)	¾	The description of the New Notes and the Indenture set forth under the caption Description of the New Notes in the Company's prospectus dated July 19, 2005.
(a)(5)(A)*	¾	Company Press Release dated April 16, 2008.
(a)(5)(B)*	¾	Company Press Release dated April 17, 2008.
(a)(5)(C)*	¾	Notice of Redemption.
(a)(5)(D)**	¾	Company Press Release dated April 25, 2008.
(a)(5)(E)**	¾	Notice of Dividend Declaration Resulting in Conversion Rate Adjustment.
(a)(5)(F)	¾	Notice of Conversion Rate Adjustment.
(a)(5)(G)	¾	Company Press Release dated May 14, 2008.
(a)(5)(H)	¾	Notice of Accrual of Contingent Interest.
(b)	¾	\$1,200,000,000 Second Amended and Restated Credit Agreement dated as of June 29, 2007, among the Company, Citibank, N.A., as Syndication Agent, Barclays Bank PLC, Bank of America, National Association and Credit Suisse, Cayman Islands Branch, as Co-Documentation Agents, JPMorgan Chase Bank, N.A., as Administrative Agent, J.P. Morgan Securities Inc. and Citigroup Global Markets Inc., as Joint Lead Arrangers and Bookrunners, and the banks named therein (incorporated by reference to Exhibit 4.3 to the Company's Form 10-Q for the quarter ended June 30, 2007).
(d)(1)	¾	Indenture, dated as of May 19, 2003, between the Company and the Trustee (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated May 19, 2003).
(d)(2)	¾	Supplemental Indenture No. 1 dated as of May 19, 2003 between the Company and the Trustee (incorporated by reference to Exhibit 4.2 to the Company's Current Report on Form 8-K dated May 19, 2003).
(d)(3)	¾	Supplemental Indenture No. 6, dated as of August 23, 2005, between the Company and the Trustee (incorporated by reference to Exhibit 4(g)(7) to the Company's Form 10-K for the year ended December 31, 2005).
(g)	¾	Not applicable.
(h)	¾	Not applicable.

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Previously filed  
as an exhibit to  
the  
Schedule TO-I  
filed on April 17,  
2008.

\*\* Previously filed  
as an exhibit to  
the  
Schedule TO-I/A  
filed on April 25,  
2008.

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**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: May 13, 2008

CENTERPOINT ENERGY, INC.

By: /s/ Rufus S. Scott  
Rufus S. Scott  
Senior Vice President, Deputy General  
Counsel and Assistant Corporate  
Secretary

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\*      Previously filed as an exhibit to the Schedule TO filed on April 17, 2008.

\*\*      Previously filed as an exhibit to the Schedule TO-I/A filed on April 25, 2008.