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DOMINION RESOURCES INC /VA/  
Form 8-K  
June 25, 2002

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: June 24, 2002  
(Date of earliest event reported)

Dominion Resources, Inc.  
(Exact name of registrant as specified in its charter)

Virginia  
(State or other jurisdiction of  
incorporation or organization)

1-8489  
(Commission  
File Number)

54-1229715  
(I.R.S. Employer  
Identification No.)

120 Tredegar Street  
Richmond, Virginia 23219-3932  
(804) 819-2000

(Address including zip code, and telephone number, including area code, of  
registrant's principal executive offices)

(Former name or former address, if changed since last report.)

ITEM 5. OTHER EVENTS

On June 24, 2002, Dominion Resources, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Barclays Capital Inc. and J.P. Morgan Securities Inc., as Representatives named in the Underwriting Agreement for the sale of \$500,000,000 aggregate principal amount of the Company's 2002 Series B 6.25% Senior Notes Due 2012. Such Senior Notes, which are designated the 2002 Series B 6.25% Senior Notes Due 2012, are a portion of the \$2.0 billion aggregate principal amount of securities that were registered by the Company pursuant to a registration statement on Form S-3 under Rule 415 under the Securities Act of 1933, as amended, which registration statement was declared effective on March 2, 2001 (File No. 333-55904). A copy of the Underwriting Agreement including exhibits thereto, is filed as Exhibit 1 to this Form 8-K.

A copy of the form of the Eleventh Supplemental Indenture to the Company's June 1, 2000 Senior Indenture, pursuant to which the 2002 Series B 6.25% Senior Notes Due 2012 will be issued, is filed as Exhibit 4.2 to this Form 8-K.

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ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

- 1 Underwriting Agreement, dated June 24, 2002, between the Company and Barclays Capital Inc. and J.P. Morgan Securities Inc., as Representatives named in the Underwriting Agreement (filed herewith).
- 4.1 Form of Senior Indenture, dated as of June 1, 2000, between the Company and JPMorgan Chase Bank (formerly, The Chase Manhattan Bank), as Trustee (incorporated by reference to Exhibit 4(iii) to the Company's Registration Statement on Form S-3 (Registration No. 333-93187).
- 4.2 Form of Eleventh Supplemental Indenture to the Senior Indenture pursuant to which the 2002 Series B 6.25% Senior Notes Due 2012 will be issued. The form of 2002 Series B 6.25% Senior Notes Due 2012 is included as Exhibit A to the form of Eleventh Supplemental Indenture (filed herewith).
- 12 Computation of Ratio of Earnings to Fixed Charges (filed herewith).

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

DOMINION RESOURCES, INC.  
Registrant

/s/ James P. Carney

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James P. Carney  
Assistant Treasurer

Date: June 25, 2002