

PACIFIC GAS & ELECTRIC Co  
Form 8-K  
March 20, 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): March 20, 2012

**PG&E CORPORATION**

(Exact Name of Registrant as specified in Charter)

**California**  
(State or other jurisdiction

of incorporation)

**1-12609**  
(Commission

File Number)

**94-3234914**  
(IRS Employer

Identification No.)

**77 Beale Street, P. O. Box 770000, San Francisco, California**  
(Address of principal executive offices)  
**415-267-7000**

**94177**  
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

# **PACIFIC GAS AND ELECTRIC COMPANY**

(Exact Name of Registrant as specified in Charter)

**California**  
(State or other jurisdiction

**1-2348**  
(Commission

**94-0742640**  
(IRS Employer

of incorporation)

File Number)

Identification No.)

**77 Beale Street, P. O. Box 770000, San Francisco, California**  
(Address of principal executive offices)  
**(415) 973-7000**

**94177**  
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

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 (see General Instruction A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. 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 March 20, 2012, PG&E Corporation completed, pursuant to an Underwriting Agreement with Barclays Capital Inc. and UBS Securities LLC, the sale of 5,900,000 shares of its common stock, no par value (the Shares ). The Shares were registered under the Securities Act of 1933 pursuant to a registration statement on Form S-3 (File No. 333-172393) that was filed with the Securities and Exchange Commission on February 23, 2011.

**Item 9.01. Financial Statements and Exhibits**

Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated March 14, 2012, between PG&E Corporation and Barclays Capital Inc. and UBS Securities LLC
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the Shares
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

PG&E CORPORATION

Dated: March 20, 2012

By: /s/ Linda Y.H. Cheng  
Linda Y.H. Cheng  
Vice President, Corporate Governance and  
Corporate Secretary

PACIFIC GAS AND ELECTRIC COMPANY

Dated: March 20, 2012

By: /s/ Linda Y.H. Cheng  
Linda Y.H. Cheng  
Vice President, Corporate Governance and  
Corporate Secretary

**EXHIBIT INDEX**

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