

AMEREN CORP  
Form 8-K  
December 06, 2016

**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): December 6, 2016**

|                               | <b>Exact Name of Registrant as</b>  |                              |
|-------------------------------|-------------------------------------|------------------------------|
|                               | <b>Specified in Charter;</b>        |                              |
|                               | <b>State of Incorporation;</b>      | <b>IRS Employer</b>          |
| <b>Commission File Number</b> | <b>Address and Telephone Number</b> | <b>Identification Number</b> |
| <b>1-14756</b>                | <b>Ameren Corporation</b>           | <b>43-1723446</b>            |
|                               | <b>(Missouri Corporation)</b>       |                              |
|                               | <b>1901 Chouteau Avenue</b>         |                              |

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**St. Louis, Missouri 63103**

**(314) 621-3222**

**1-3672**

**Ameren Illinois Company**

**37-0211380**

**(Illinois Corporation)**

**6 Executive Drive**

**Collinsville, Illinois 62234**

**(618) 343-8150**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrants 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 December 6, 2016, Ameren Illinois Company ( Ameren Illinois ), a subsidiary of Ameren Corporation, issued and sold \$240 million principal amount of its 4.15% Senior Secured Notes due 2046 (the Notes ). These Notes are a further issuance of the 4.15% Senior Secured Notes due 2046 previously issued on December 14, 2015 in the principal amount of \$250 million. The Notes were issued pursuant to a Registration Statement on Form S-3 (File No. 333-205139-02), which became effective on June 22, 2015, and a Prospectus Supplement dated November 29, 2016 to a Prospectus dated June 22, 2015. Ameren Illinois received net offering proceeds of \$244.5 million, before expenses, upon closing of the transaction. Ameren Illinois intends to use the net offering proceeds to repay outstanding short-term debt.

This Current Report on Form 8-K is being filed to report as exhibits certain documents in connection with the offering of the Notes.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit Number | Title   |
|----------------|---|
| 1.1            | Underwriting Agreement, dated November 29, 2016, between Ameren Illinois and the several underwriters named therein, for whom Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc., Morgan Stanley & Co. LLC, SunTrust Robinson Humphrey, Inc. and TD Securities (USA) LLC are acting as representatives. |
| 4.1*           | Indenture, dated as of June 1, 2006, between Ameren Illinois, as successor to Illinois Power Company, and The Bank of New York Mellon Trust Company, N.A., as trustee, relating to the Notes (the Indenture ) (June 19, 2006 Form 8-K, Exhibit 4.4, File No. 1-3004).   |
| 4.2            | Company Order requesting authentication of the Notes.   |
| 4.3            | Global Note.  |
| 4.4*           | General Mortgage Indenture and Deed of Trust, dated as of November 1, 1992, from Ameren Illinois to The Bank of New York Mellon Trust Company, N.A., as successor trustee (1992 Form 10-K, Exhibit 4(cc), File No. 1-3004).   |
| 4.5*           | Supplemental Indenture, dated as of December 1, 2015, by and between Ameren Illinois and The Bank of New York Mellon Trust Company, N.A., as successor trustee, relating to the First Mortgage Bonds, Senior Notes Series II securing the Notes (December 14, 2015 Form 8-K, Exhibit 4.5, File No. 1-3672).                         |
| 5.1            | Opinion of Craig W. Stensland, Esq., Senior Corporate Counsel of Ameren Services Company, regarding the legality of the Notes (including consent).  |
| 5.2            | Opinion of Morgan, Lewis & Bockius LLP regarding the legality of the Notes (including consent).   |

\* Incorporated by reference as indicated.



This combined Form 8-K is being filed separately by Ameren Corporation and Ameren Illinois Company (each a registrant ). Information contained herein relating to any individual registrant has been filed by such registrant on its own behalf. No registrant makes any representation as to information relating to any other registrant.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. The signature for each undersigned company shall be deemed to relate only to matters having reference to such company or its subsidiaries.

AMEREN CORPORATION  
(Registrant)

By: /s/ Martin J. Lyons, Jr.  
Name: Martin J. Lyons, Jr.  
Title: Executive Vice President and  
Chief Financial Officer

AMEREN ILLINOIS COMPANY  
(Registrant)

By: /s/ Martin J. Lyons, Jr.  
Name: Martin J. Lyons, Jr.  
Title: Executive Vice President and  
Chief Financial Officer

Date: December 6, 2016

**Exhibit Index**

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