

XCEL ENERGY INC  
Form 8-K  
November 12, 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 (Date of earliest event reported)

**November 8, 2002**

**Xcel Energy Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**

(State or other jurisdiction of incorporation)

**1-3034**

(Commission File Number)

**800 Nicollet Mall, Mpls, MN**

(Address of principal executive offices)

**41-0448030**

(IRS Employer Identification No.)

**55402**

(Zip Code)

Registrant's telephone number, including area code

**612-330-5500**

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

Item 5. Other Events

On November 8, 2002, Xcel Energy entered into a securities purchase agreement with institutional investors pursuant to which the investors purchased, in a private placement, \$100 million of Xcel Energy 8% senior convertible debt securities. The debt securities are convertible into common stock of Xcel Energy. The proceeds were used to help pay down Xcel Energy's 364 day line of credit which came due on November 8. The securities purchase agreement further provides for possible additional financings of up to \$250 million. Please refer to the securities purchase agreement, forms of convertible notes and registration rights agreement, which are attached hereto as exhibits, for the terms of the transaction and such financings.

Item 7. Financial Statements and Exhibits

(c) Exhibits

Exhibit No	Description
99.01	Securities Purchase Agreement dated as of November 8, 2002 by and among Xcel Energy Inc. and the investors listed on the Schedule of Buyers attached thereto.
99.02	Form of First Notes
99.03	Form of Second Notes
99.04	Form of First Call Notes
99.05	Form of Second Call Notes
99.06	Form of Third Notes
99.07	Form of Third Call Notes
99.08	Registration Rights Agreement dated as of November 8, 2002 by and among Xcel Energy Inc. and the Buyers named therein

**SIGNATURES**

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.

Xcel Energy Inc.  
(a Minnesota Corporation)

/s/ RICHARD C. KELLY

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Richard C. Kelly  
Vice President and Chief Financial Officer

November 12, 2002