

AMEREN CORP  
Form 8-K  
September 15, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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):

**September 15, 2009**

**Commission File Number**

**1-14756**

**Exact Name of Registrant as  
Specified in Charter;  
State of Incorporation;  
Address and Telephone Number**

**Ameren Corporation**  
(Missouri Corporation)  
1901 Chouteau Avenue  
St. Louis, Missouri 63103  
(314) 621-3222

**IRS Employer  
Identification Number**

**43-1723446**

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)

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o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**Item 8.01. Other Events.**

On September 15, 2009, Ameren Corporation ( Ameren ), issued and sold 21,850,000 shares of its common stock, par value \$.01 (the Shares ), pursuant to a Registration Statement on Form S-3 (File No. 333-155416), which became effective on November 17, 2008, and a Prospectus Supplement dated September 9, 2009, to a Prospectus dated November 17, 2008. The Shares included the full exercise of the over-allotment option granted to the underwriters for the offering. Ameren received net offering proceeds of approximately \$534.7 million. Ameren intends to use the net offering proceeds to make investments in its rate-regulated utility subsidiaries in the form of equity capital contributions and for general corporate purposes. Pending such use, the net offering proceeds may be temporarily used to reduce borrowings under Ameren s bank credit facilities. Ameren is filing this Current Report on Form 8-K to report as exhibits certain documents in connection with the offering.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

- 1.1 Underwriting Agreement, dated September 9, 2009, between Ameren and the several underwriters named therein, for whom Barclays Capital Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and UBS Securities LLC are acting as representatives.
- 5.1 Opinion of Steven R. Sullivan, Esq., Senior Vice President, General Counsel and Secretary of Ameren, regarding the validity of the Shares (including consent).

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 thereunto duly authorized.

AMEREN CORPORATION  
(Registrant)

By: */s/ Jerre E. Birdsong*  
Jerre E. Birdsong  
Vice President and Treasurer

Date: September 15, 2009

**Exhibit Index**

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated September 9, 2009, between Ameren and the several underwriters named therein, for whom Barclays Capital Inc., J.P. Morgan Securities Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, Morgan Stanley & Co. Incorporated and UBS Securities LLC are acting as representatives.
5.1	Opinion of Steven R. Sullivan, Esq., Senior Vice President, General Counsel and Secretary of Ameren, regarding the validity of the Shares (including consent).