

MADISON GAS & ELECTRIC CO  
Form 8-K  
December 23, 2010

**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**

**December 20, 2010**

Date of report (*date of earliest event reported*)

| <b>Commission<br/>File No.</b> | <b>Name of Registrant, State of Incorporation, Address<br/>of Principal Executive Offices, and Telephone No.</b>   | <b>IRS Employer<br/>Identification No.</b> |
|--------------------------------|--|--|
| 000-49965                      | <b>MGE Energy, Inc.</b><br><i>(a Wisconsin Corporation)</i><br>133 South Blair Street<br>Madison, Wisconsin 53703<br><br>(608) 252-7000<br><br>www.mgeenergy.com | 39-2040501                                 |

000-1125

**Madison Gas and Electric Company**

39-0444025

*(a Wisconsin Corporation)*

133 South Blair Street

Madison, Wisconsin 53703

(608) 252-7000

www.mge.com

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:

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))



## **Section 1 - Registrant's Business and Operations**

### **Item 1.01. Entry into a Material Definitive Agreement.**

On December 20, 2010, Madison Gas and Electric Company (MGE), a wholly-owned subsidiary of MGE Energy, Inc., issued \$15 million in principal amount of 3.38% senior notes, Series A, due December 20, 2020 (Series A Notes) and \$15 million in principal amount of 5.26% senior notes, Series B, due December 20, 2040 (Series B Notes and, together with the Series A Notes, the Notes). The Notes were issued pursuant to a Note Purchase Agreement dated as of December 20, 2010 (Note Purchase Agreement) among MGE and the purchasers named therein. See Item 2.03 below for a description of the Notes and the related Note Purchase Agreement.

## **Section 2 - Financial Information**

### **Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

#### **Issuance of Notes**

On December 20, 2010, MGE issued \$15 million in principal amount of 3.38% senior notes, Series A, due December 20, 2020, and \$15 million in principal amount of 5.26% senior notes, Series B, due December 20, 2040. The Notes were issued pursuant to the Note Purchase Agreement. The Notes are unsecured and are not issued under, or governed by, MGE's Indenture dated as of September 1, 1998, which governs MGE's Medium-Term Notes. MGE used a portion of the net proceeds from the sale of the Notes to redeem on December 21, 2010, \$15 million of its 6.58% Medium-Term Notes due April 1, 2012 (see "Early Redemption of 6.58% Medium-Term Notes" below) and will use the remainder of those net proceeds to repay \$15 million of its existing short-term indebtedness consisting of commercial paper.

The Notes carry interest rates of 3.38% per annum and 5.26% per annum, which are payable semiannually on June 20 and December 20 of each year, commencing on June 20, 2011. The Notes are redeemable at any time at MGE's option at a redemption price equal to 100% of the principal amount of the Notes to be redeemed, plus accrued interest to the redemption date and a make-whole premium (not less than zero) equal to the excess, if any, of the discounted present value of the remaining scheduled payments of principal and interest on the Notes to be redeemed over the principal amount of the Notes to be redeemed. Following a change in control event, MGE must offer to prepay the Notes at a price equal to 100% of the principal amount of the Notes, plus accrued interest to the date of prepayment, but without any make-whole premium. The prepayment offer expires if not accepted by a holder of Notes within a defined period. A change in control event is defined as the acquisition of beneficial ownership of 30% or more of the outstanding voting stock of MGE Energy, Inc., by one person or two or more persons acting in concert. MGE Energy, Inc., is the

parent company of MGE.

Events of default under the Note Purchase Agreement include failures to pay principal, make-whole premium or interest on the Notes; defaults in the performance of various covenants; cross-defaults to specified other indebtedness; failure to pay specified judgments; and certain bankruptcy-related events; subject to any applicable cure periods. The Note Purchase Agreement requires MGE to maintain a ratio of its consolidated indebtedness to consolidated total capitalization not to exceed a maximum of 65%. Both consolidated indebtedness and consolidated total capitalization are determined in accordance with generally accepted accounting principles, except that amounts included within MGE's indebtedness and capitalization from "variable interest entities" as a result of the application of FASB Interpretation No. 46, *Consolidation of Variable Interest Entities* an *Interpretation of ARB No. 51*, as modified, are excluded.

The Note Purchase Agreement also restricts MGE from issuing "Priority Debt" in an amount exceeding 20% of its consolidated assets. MGE has agreed not to use the capacity to issue Priority Debt to grant a lien to secure its principal credit facility indebtedness without simultaneously providing that the Notes be equally and ratably secured with the principal credit facility indebtedness so long as such indebtedness is so secured. Priority Debt is defined as any indebtedness of MGE secured by liens other than specified liens permitted by the Note Purchase Agreement and certain unsecured indebtedness of certain subsidiaries. Principal credit facility indebtedness means the indebtedness under MGE's Credit Agreement dated as of July 30, 2010, with the lenders party thereto and JPMorgan Chase Bank, N.A., as Administrative Agent, or any replacement credit agreement, including amendments and restatements.

A copy of the Note Purchase Agreement, which includes the forms of the Notes, is filed as Exhibit 4.1 to this report. Reference is made to the Note Purchase Agreement for the definitive provisions governing the Notes.

### **Early Redemption of 6.58% Medium-Term Notes**

On December 21, 2010, MGE redeemed the outstanding \$15,000,000 principal amount of its 6.58% Medium-Term Notes due April 1, 2012. It paid a redemption price equal to the principal amount of those notes, plus accrued interest to the redemption date, plus a make-whole premium equal to \$1.1 million, which will be amortized over the life of the Notes.

\* \* \* \* \*

### **Forward-Looking Statements**

Except for the historical information contained herein, certain of the matters discussed in this report are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to risks and uncertainties. The factors that could cause actual results to differ materially from the forward-looking statements made by the Registrants include those factors discussed herein, as well as the items discussed in ITEM 1A. Risk Factors in the Registrant's annual report on Form 10-K for the year ended December 31, 2009, and other factors discussed in filings made by the Registrants with the SEC. Readers are cautioned not to place undue reliance on these forward-looking statements, which apply only as of the date of this report. The Registrants do not undertake any obligation to publicly release any revision to their forward-looking statements to reflect events or circumstances after the date of this report.

### **Section 9 - Financial Statements and Exhibits**

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

(a)

Financial statements of businesses acquired: Not applicable.

(b)

Pro forma financial information: Not applicable.

(c)

Shell company transactions: Not applicable.

(d)

Exhibit(s):

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Note Purchase Agreement dated as of December 20, 2010, among MGE and the purchasers named therein, including forms of 3.38% Senior Notes due December 20, 2020, and 5.26% Senior Notes due December 20, 2040. |

**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.

**MGE Energy, Inc.**

**Madison Gas and Electric Company**  
*(Registrant)*

Date: December 23, 2010

/s/ Jeffrey C. Newman  
Jeffrey C. Newman

Vice President, Chief Financial Officer,

Secretary and Treasurer

Page 4

---



**MGE Energy, Inc.**

**Madison Gas and Electric Company**

**Exhibit Index to Form 8-K**

**Dated December 20, 2010**

| Exhibit No. | Description   |
|-------------|---|
| 4.1         | Note Purchase Agreement dated as of December 20, 2010, among MGE and the purchasers named therein, including forms of 3.38% Senior Notes due December 20, 2020, and 5.26% Senior Notes due December 20, 2040. |

[ex4 1.htm](#)