

XCEL ENERGY INC  
Form 8-K  
August 23, 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) August 22, 2002

**Xcel Energy Inc.**

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(Exact name of registrant as specified in its charter)

**Minnesota**

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(State or other jurisdiction of incorporation)

**1-3034**

**41-0448030**

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(Commission File Number)

(IRS Employer Identification No.)

**800 Nicollet Mall, Mpls, MN**

**55402**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code 612-330-5500

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

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**Item 5. Other Events**

In connection with a private placement of long-term debt, NSP-Minnesota, a wholly owned subsidiary of Xcel Energy, has prepared an Offering Memorandum for distribution to the potential purchasers. The long-term debt to be issued in the private placement will not be registered under the Securities Act of 1933, as amended, and will not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. Excerpts from this Offering Memorandum containing updated financial and other information regarding NSP-Minnesota are attached as Exhibit 99.01.

**Item 7. Financial Statements and Exhibits**

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.01	Offering Memorandum Excerpts

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**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

August 22, 2002