

VECTREN UTILITY HOLDINGS INC
Form 8-K
October 16, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) October 13, 2006

VECTREN UTILITY HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Indiana
(State or other jurisdiction

of incorporation)

001-16739
(Commission File Number)

35-2104850
(IRS Employer

Identification No.)

One Vectren Square, Evansville, Indiana
(Address of principal executive offices)

(812) 491-4000

47741
(Zip Code)

(Registrant's telephone number, including area code)

N/A

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

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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))
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Item 8.01. Other Events.

Vectren Utility Holdings, Inc. hereby files an Underwriting Agreement, dated October 13, 2006, attached hereto as Exhibit 1.1 and incorporated herein by reference, in connection with the Vectren Utility Holdings, Inc. issuance of \$100,000,000 aggregate principal amount of its 5.95% Insured Quarterly Notes due 2036 (the Securities).

Vectren Utility Holdings, Inc. hereby files a Terms Agreement, dated October 13, 2006, attached hereto as Exhibit 1.2 and incorporated herein by reference, in connection with the issuance by Vectren Utility Holdings, Inc. of the Securities.

Vectren Utility Holdings, Inc. hereby files the form of Fifth Supplemental Indenture (including the Form of Note), attached hereto as Exhibit 4.1 and incorporated herein by reference, in connection with the issuance by Vectren Utility Holdings, Inc. of the Securities.

Vectren Utility Holdings, Inc. hereby files the form of Insurance Agreement with Financial Guaranty Insurance Company, attached hereto as Exhibit 4.2 and incorporated herein by reference, in connection with the issuance by Vectren Utility Holdings, Inc. of the Securities.

Vectren Utility Holdings, Inc. hereby files the final Legal Opinion of Barnes & Thornburg LLP, attached hereto as Exhibit 5.1 and incorporated herein by reference, in connection with the issuance of the Securities.

Vectren Utility Holdings, Inc. hereby files the final Legal Opinion of Kegler, Brown, Hill & Ritter Co., L.P.A., attached hereto as Exhibit 5.2 and incorporated herein by reference, in connection with the issuance of the Securities.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Underwriting Agreement, dated October 13, 2006, among Vectren Utility Holdings, Inc., Indiana Gas Company, Inc., Southern Indiana Gas and Electric Company, Vectren Energy Delivery of Ohio, Inc., and Edward D. Jones & Co., L.P. |
| 1.2 | Terms Agreement, dated October 13, 2006, among Vectren Utility Holdings, Inc., Indiana Gas Company, Inc., Southern Indiana Gas and Electric Company, Vectren Energy Delivery of Ohio, Inc., and Edward D. Jones & Co., L.P. |
| 4.1 | Form of Fifth Supplemental Indenture, among Vectren Utility Holdings, Inc., Indiana Gas Company, Inc., Southern Indiana Gas and Electric Company, Vectren Energy Delivery of Ohio, Inc., and U.S. Bank National Association. |
| 4.2 | Form of Insurance Agreement among, Vectren Utility Holdings, Inc., Indiana Gas Company, Inc., Southern Indiana Gas and Electric Company, Vectren Energy Delivery of Ohio, Inc., and Financial Guaranty Insurance Company. |
| 5.1 | Opinion of Barnes & Thornburg LLP. |
| 5.2 | Opinion of Kegler, Brown, Hill & Ritter Co., L.P.A. |

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.

VECTREN UTILITY HOLDINGS, INC.
(Registrant)

Dated: October 16, 2006

By: /s/ M. Susan Hardwick
M. Susan Hardwick
Vice President and Controller