

AES CORP  
Form 8-K  
May 18, 2015

**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): May 12, 2015**

**THE AES CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**DELAWARE**  
**(State**  
**of incorporation)**

**011-12291**  
**(Commission**  
**File Number)**  
**4300 Wilson Boulevard, Suite 1100**

**54-11263725**  
**(IRS Employer**  
**Identification No.)**

**Arlington, Virginia 22203**

**(Address of principal executive offices, including zip code)**

**Registrant's telephone number, including area code: (703) 522-1315**

**NOT APPLICABLE**

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

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))

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

On May 18, 2015, The AES Corporation (the *Company* ) closed its previously announced underwritten secondary public offering (the *Offering* ) of an aggregate of 59,468,788 shares (the *Offered Shares* ) of the *Company* 's common stock by Terrific Investment Corporation (the *Selling Stockholder* ), a subsidiary controlled by China Investment Corporation, with 39,468,778 shares offered to the public at \$13.25 per share. As part of the *Offering*, the *Company* purchased the remaining 20,000,000 shares of the *Company* 's common stock from Morgan Stanley & Co. LLC, as underwriter (the *Underwriter* ) at the price paid by the *Underwriter* to the *Selling Stockholder* in the *Offering*, for an aggregate purchase price of \$261,400,000.

In connection with the *Offering*, the *Company* entered into an underwriting agreement (the *Underwriting Agreement* ) with the *Selling Stockholder* and the *Underwriter*, pursuant to which the *Selling Stockholder* agreed to sell the *Offered Shares* to the *Underwriter*.

Following the closing of the *Offering*, the *Selling Stockholder* will have fully sold its stake in the *Company* 's common stock. The *Company* will not receive any proceeds from the sale of the *Offered Shares* in the *Offering*.

The foregoing description of the *Underwriting Agreement* is qualified in its entirety by reference to such *Underwriting Agreement*, a copy of which is filed herewith as Exhibit 1.1 and is incorporated herein by reference. A copy of the *Underwriting Agreement* has been included to provide security holders with information regarding its terms. It is not intended to provide any other factual information about the *Company* or the *Selling Stockholder*. Security holders are not third-party beneficiaries under the *Underwriting Agreement* and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the *Company*.

In connection with the *Offering*, the following exhibits are filed with this Current Report on Form 8-K and are incorporated by reference in the *Company* 's shelf registration statement on Form S-3 (File No. 333-186888), previously filed with the Securities and Exchange Commission, relating to the *Offering*: (i) the *Underwriting Agreement* (Exhibit 1.1 to this Current Report on Form 8-K); and (ii) the legal opinion of Davis Polk & Wardwell LLP (including the consent of Davis Polk & Wardwell LLP) (Exhibit 5.1 to this Current Report on Form 8-K).

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

**Exhibit**

<b>No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated May 12, 2015.
5.1	Opinion of Davis Polk & Wardwell LLP.
23.1	Consent of Davis Polk & Wardwell LLP (included in Exhibit 5.1).

**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.

**THE AES CORPORATION**

By: /s/ Thomas M. O Flynn  
Name: Thomas M. O Flynn  
Title: Executive Vice President and

Chief Financial Officer

Date: May 18, 2015

**EXHIBIT INDEX**

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