

PACIFIC GAS & ELECTRIC Co  
Form 8-K  
November 29, 2011

**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

Date of Report: November 28, 2011

(Date of earliest event reported)

**PG&E CORPORATION**

(Exact Name of Registrant as specified in Charter)

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(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

One Market, Spear Tower, Suite 2400,

San Francisco, CA  
(Address of principal executive offices)

415-267-7000

94105  
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

# PACIFIC GAS AND ELECTRIC COMPANY

(Exact Name of Registrant as specified in Charter)

California (State or other jurisdiction of incorporation) 1-2348 (Commission File Number) 94-0742640 (IRS Employer Identification No.)

77 Beale Street, P. O. Box 770000,

San Francisco, California  
(Address of principal executive offices)

(415) 973-7000

94177  
(Zip code)

(Registrant's Telephone Number, Including Area Code)

N/A

(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 (see General Instruction A.2. below):

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- .. 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 8.01. Other Events**

On November 28, 2011, PG&E Corporation entered into an Equity Distribution Agreement with Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC pursuant to which each will act as PG&E Corporation's sales agent with respect to the offer and sale from time to time of shares of PG&E Corporation common stock (the "Shares") having an aggregate gross offering price not to exceed \$400,000,000. Sales of the Shares, if any, will be made by means of ordinary brokers' transactions on the New York Stock Exchange or otherwise at market prices prevailing at the time of sale or at prices related to the prevailing market prices or at negotiated prices, in block transactions, or as otherwise agreed with the applicable sales agent pursuant to the Equity Distribution Agreement.

Any Shares sold will be offered and sold pursuant to PG&E Corporation's registration statement on Form S-3 (File No. 333-172393) filed with the Securities and Exchange Commission on February 23, 2011.

**Item 9.01. Financial Statements and Exhibits**

Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
1.1	Equity Distribution Agreement, dated November 28, 2011, among PG&E Corporation, Citigroup Global Markets Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC
5.1	Opinion of Orrick, Herrington & Sutcliffe LLP regarding the legality of the Shares
23.1	Consent of Orrick, Herrington & Sutcliffe LLP (included in Exhibit 5.1)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned hereunto duly authorized.

PG&E CORPORATION

By: /s/ Linda Y.H. Cheng  
Linda Y.H. Cheng  
Vice President, Corporate Governance and  
Corporate Secretary

Dated: November 29, 2011

PACIFIC GAS AND ELECTRIC COMPANY

By: /s/ Linda Y.H. Cheng  
Linda Y.H. Cheng  
Vice President, Corporate Governance and  
Corporate Secretary

Dated: November 29, 2011

**EXHIBIT INDEX**

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