

INTEGRYS ENERGY GROUP, INC.

Form 425

April 30, 2015

**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 (Date of earliest event reported):

**April 30, 2015**

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| <b>Commission<br/>File Number</b> | <b>Registrant; State of Incorporation<br/>Address; and Telephone Number</b>  | <b>IRS Employer<br/>Identification No.</b> |
|-----------------------------------|--|--|
| <b>001-09057</b>                  | <b>WISCONSIN ENERGY CORPORATION</b><br>(A Wisconsin Corporation)<br>231 West Michigan Street<br>P.O. Box 1331<br>Milwaukee, WI 53201<br>(414) 221-2345     | <b>39-1391525</b>                          |
| <b>001-01245</b>                  | <b>WISCONSIN ELECTRIC POWER COMPANY</b><br>(A Wisconsin Corporation)<br>231 West Michigan Street<br>P.O. Box 2046<br>Milwaukee, WI 53201<br>(414) 221-2345 | <b>39-0476280</b>                          |

The name and address of each registrant have not changed since the 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))

**WISCONSIN ENERGY CORPORATION  
WISCONSIN ELECTRIC POWER COMPANY**

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**ITEM 8.01 OTHER EVENTS.**

At its meeting on April 30, 2015, the Public Service Commission of Wisconsin ( PSCW ) approved Wisconsin Energy Corporation's acquisition of Integrys Energy Group, Inc., determining that the transaction is in the best interests of utility consumers, investors and the public.

The PSCW applied several conditions to its approval, including a three-year earnings cap and sharing mechanism for Wisconsin Electric Power Company and Wisconsin Gas LLC, beginning in 2016. If Wisconsin Electric earns above its authorized return, 50% of the first 50 basis points of additional utility earnings will be shared with customers and used to pay down the company's transmission escrow. All additional utility earnings above the first 50 basis points will be used to pay down transmission escrow. Wisconsin Gas' earnings cap and sharing mechanism is the same as Wisconsin Electric's, except that any additional earnings will be applied to reduce the costs of the West Central Natural Gas Lateral. Wisconsin Electric's and Wisconsin Gas' authorized returns on equity are currently 10.2% and 10.3%, respectively.

In addition, if either Wisconsin Electric or Wisconsin Public Service Corporation, a subsidiary of Integrys, intends to build new generation, we will be required to submit a joint integration generation plan to the PSCW for review. If the PSCW agrees that new generation is necessary after reviewing the plan, the respective utility will then file for a Certificate of Public Convenience and Necessity.

The description of the conditions is preliminary, is based upon the PSCW's statements in its meeting, and is subject to a final written order from the PSCW, which we expect to receive by the end of May 2015.

**Cautionary Statements Regarding Forward-Looking Information**

This communication contains certain forward-looking statements with respect to the financial condition, results of operations and business of Wisconsin Energy and Integrys and the combined businesses of Integrys and Wisconsin Energy and certain plans and objectives of Wisconsin Energy and Integrys with respect thereto, including the expected benefits of the proposed merger. These forward-looking statements can be identified by the fact that they do not relate only to historical or current facts. Forward-looking statements often use words such as "anticipate", "target", "expect", "estimate", "intend", "plan", "goal", "believe", "hope", "aim", "continue", "will", "may", "would", "could" or "should" or the negative thereof. There are several factors which could cause actual plans and results to differ materially from those expressed or implied in forward-looking statements. Such factors include, but are not limited to, the expected closing date of the proposed merger; the possibility that the expected synergies and value creation from the proposed merger will not be realized, or will not be realized within the expected time period; the risk that the businesses of Wisconsin Energy and Integrys will not be integrated successfully; disruption from the proposed merger making it more difficult to maintain business and operational relationships; the risk that unexpected costs will be incurred; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters; the possibility that the proposed merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; and the risk that financing for the proposed merger may not be available on favorable terms. These forward-looking statements are based on numerous assumptions and assessments made by Wisconsin Energy and/or Integrys in light of their experience and perception of historical trends, current conditions, business strategies, operating environment, future developments and other factors that each party believes appropriate. By their nature, forward-looking statements

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involve known and unknown risks and uncertainties because they relate to events and depend on circumstances that will occur in the future. The factors described in the context of such forward-looking statements in this communication could cause actual results, performance or achievements, industry results and

developments to differ materially from those expressed in or implied by such forward-looking statements. Although it is believed that the expectations reflected in such forward-looking statements are reasonable, no assurance can be given that such expectations will prove to have been correct and persons reading this communication are therefore cautioned not to place undue reliance on these forward-looking statements which speak only as of the date of this communication. Neither Wisconsin Energy nor Integrys assumes any obligation to update the information contained in this communication (whether as a result of new information, future events or otherwise), except as required by applicable law. A further list and description of risks and uncertainties at Wisconsin Energy can be found in Wisconsin Energy's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in its reports filed on Form 10-Q and Form 8-K. A further list and description of risks and uncertainties at Integrys can be found in Integrys's Annual Report on Form 10-K for the fiscal year ended December 31, 2014 and in its reports filed on Form 10-Q and Form 8-K.

#### **Additional Information and Where to Find It**

In connection with the proposed merger, Wisconsin Energy filed with the Securities and Exchange Commission ( SEC ) a registration statement on Form S-4 that includes a joint proxy statement/prospectus for the shareholders of Wisconsin Energy and Integrys. The registration statement was declared effective by the SEC on October 6, 2014. Each of Wisconsin Energy and Integrys mailed the joint proxy statement/prospectus to their respective shareholders and will file other documents regarding the proposed merger with the SEC. **Wisconsin Energy and Integrys urge investors and shareholders to read the joint proxy statement/prospectus, as well as other documents filed with the SEC when they become available, because they will contain important information.** Investors and security holders will be able to receive the registration statement containing the joint proxy statement/prospectus and other documents free of charge at the SEC's web site, <http://www.sec.gov>, from Wisconsin Energy at Wisconsin Energy Corporation, Corporate Secretary, 231 W. Michigan St., P.O. Box 1331, Milwaukee, WI 53201, or from Integrys at Integrys Energy Group, Inc., Investor Relations, 200 East Randolph Street, 23rd Floor, Chicago, IL 60601.

#### **Non-solicitation**

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

**SIGNATURES**

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

**WISCONSIN ENERGY CORPORATION**  
(Registrant)

Date: April 30, 2015

/s/ STEPHEN P. DICKSON  
Stephen P. Dickson Vice President and Controller

**WISCONSIN ELECTRIC POWER COMPANY**  
(Registrant)

Date: April 30, 2015

/s/ STEPHEN P. DICKSON  
Stephen P. Dickson Vice President and Controller