

TUCSON ELECTRIC POWER CO  
Form 8-K  
November 08, 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**

**(DATE OF EARLIEST EVENT REPORTED): NOVEMBER 8, 2011**

| <b>Commission</b>  | <b>Registrant; State of Incorporation;</b>  | <b>IRS Employer</b>   |
|--------------------|---|-----------------------|
| <b>File Number</b> | <b>Address; and Telephone Number</b>  | <b>Identification</b> |
| <b>1-13739</b>     | <b>UNISOURCE ENERGY CORPORATION</b><br><br>(An Arizona Corporation)<br><br>88 East Broadway Boulevard<br><br>Tucson, AZ 85701<br><br>(520) 571-4000 | <b>86-0786732</b>     |
| <b>1-5924</b>      | <b>TUCSON ELECTRIC POWER COMPANY</b>  | <b>86-0062700</b>     |

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(An Arizona Corporation)

88 East Broadway Boulevard

Tucson, AZ 85701

(520) 571-4000

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 8.01. Other Events.**

On November 8, 2011, Tucson Electric Power Company (the Company ) issued and sold \$250 million aggregate principal amount of its 5.15% Notes due 2021 (the Notes ). The Company intends to use the net proceeds from the sale to (i) purchase or redeem up to \$150 million of its tax-exempt variable rate debt, (ii) redeem an outstanding series of its fixed rate debt bearing an interest rate of 6.1% and (iii) repay approximately \$75 million on its revolving credit facility, with any remaining proceeds to be applied to general corporate purposes. The Notes were registered under the Securities Act of 1933, as amended, pursuant to Registration Statement No. 333-159244-01.

This Current Report on Form 8-K is being filed to report as exhibits certain documents in connection with the issuance and sale of the Notes.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| 4.1            | Indenture, dated November 1, 2011, between Tucson Electric Power Company and U.S. Bank National Association, as trustee |
| 4.2            | Officers Certificate, dated November 8, 2011, establishing the terms of the Notes                                       |
| 5.1            | Opinion and consent of Todd C. Hixon, Esquire, with respect to the validity of the Notes                                |
| 5.2            | Opinion and consent of Morgan, Lewis & Bockius LLP with respect to the validity of the Notes                            |

**SIGNATURES**

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

UNISOURCE ENERGY CORPORATION

Dated: November 8, 2011

By: /s/ Kevin P. Larson  
Kevin P. Larson  
Senior Vice President and Chief Financial Officer

TUCSON ELECTRIC POWER COMPANY

Dated: November 8, 2011

By: /s/ Kevin P. Larson  
Kevin P. Larson  
Senior Vice President and Chief Financial Officer