

Duke Energy CORP
Form S-8
August 03, 2010

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As filed with the Securities and Exchange Commission on August 3, 2010

Registration No. 333-

**SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

DUKE ENERGY CORPORATION
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-2777218
(I.R.S. Employer
Identification No.)

**526 South Church Street
Charlotte, North Carolina 28202
(704) 594-6200**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Duke Energy Retirement Savings Plan
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest)
Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (IBEW 1393)
(Full Title of the Plans)

Robert T. Lucas III
Duke Energy Corporation
526 South Church Street
Charlotte, North Carolina 28202
(704) 594-6200

(Name, Address and Telephone Number of Agent for Service)

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price per Share(2) | Proposed Maximum Aggregate Offering Price (2) | Amount of Registration Fee |
|---|--------------------------------|---|--|-----------------------------------|
| Common Stock, par value \$0.001 per share | 200,000,000 | \$17.11 | \$3,422,000,000 | \$243,989 |

(1) This registration statement

registers the offer and sale of an aggregate of 200,000,000 shares of the registrant's Common Stock as described in the table, of which the registrant estimates that 170,000,000 shares are for use under the Duke Energy Retirement Savings Plan, 20,000,000 shares are for use under the Duke Energy Retirement Savings Plan for Legacy Cinergy Union Employees (Midwest), and 10,000,000 shares are for use under the Duke Energy Retirement Savings Plan for Legacy Cinergy Employees (IBEW 1393).

- (2) Estimated solely for the purpose of computing the amount of the registration fee under Rules 457(c) and (h) of the Securities Act based on the average of the high and low prices of the

Common Stock
reported in the
consolidated
reporting system
by the New
York Stock
Exchange on
July 30, 2010.

In accordance with Rule 415(a)(6), this Registration Statement includes 10,365,328 shares of the registrant's Common Stock previously registered for issuance under the registrant's Form S-8 filed November 5, 2007, File No. 333-147132 (the "Prior Registration Statement"). Such shares were unused for the plans described herein as of August 1, 2010. The registrant paid a fee of \$5,961 with respect to such shares upon the filing of the Prior Registration Statement, and therefore a registration fee of \$238,028 has been paid with this filing, reflecting the reduction of the fee paid upon such unused shares.

This Registration Statement shall become effective upon filing in accordance with Rule 462(a) under the Securities Act.

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EXPLANATORY NOTE

Unless otherwise stated or the context otherwise requires, references in this Registration Statement to Duke Energy, the Registrant, the Company, we, our, or us refer to Duke Energy Corporation, and its direct and indirect subsidiaries. Duke Energy hereby files this Registration Statement on Form S-8 relating to its shares of common stock, par value \$0.001 per share, to be purchased or otherwise acquired by or on behalf of participants in the plans listed on the cover page of this Registration Statement (the Plans). We registered an indeterminate amount of interests in the Plans on our Form S-8 registration statement, filed April 3, 2006, File No. 333-132933.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference

Pursuant to General Instruction E to Form S-8, this Registration Statement is filed to register shares of common stock, par value \$0.001 per share, to be purchased or otherwise acquired by or on behalf of participants in one or more of the Plans, in addition to the shares registered for that purpose on our Form S-8 filed November 5, 2007, File No. 333-147132. We hereby incorporate the contents of such Form S-8, along with any post-effective amendments thereto, by reference in this Registration Statement, as contemplated in General Instruction E.

The following documents filed with the Commission by us pursuant to the Securities Exchange Act of 1934, as amended (the Exchange Act), are also incorporated by reference in this Registration Statement:

Annual Report on Form 10-K for the year ended December 31, 2009;

Proxy Statement filed on Schedule 14A, March 22, 2010;

Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2010; and

Current reports on Form 8-K filed February 16, 2010; February 26, 2010; March 12, 2010; March 25, 2010; April 1, 2010; April 12, 2010; May 12, 2010; and May 28, 2010.

We further incorporate by reference any filings made by us with the Commission in accordance with Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act on or after the date of this Registration Statement and before the termination of the offering. To the extent that any information contained in any Current Report on Form 8-K, or any exhibit thereto, was or is furnished, rather than filed with, the Commission, such information or exhibit is specifically not incorporated by reference in this document.

You can obtain any document incorporated by reference in this document from us without charge, excluding all exhibits, except that if we have specifically incorporated by reference an exhibit in this Registration Statement, the exhibit will also be provided without charge, by requesting it in writing or by telephone from us at:

Duke Energy Corporation
526 South Church Street
Charlotte, North Carolina 28202
(800) 488-3853
Attention: Investor Relations

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You may also obtain these documents from our website at www.duke-energy.com/investors or at the Commission's website www.sec.gov by clicking on the Search for Company Filings link, then clicking on the Companies & Other Filers link, and then entering our name in the name field or DUK in the ticker symbol field. The information appearing on our website is not a part of this Registration Statement.

Item 8. Exhibits

Exhibit

Number Description of Document

23 Consent of Deloitte & Touche LLP, Independent Registered Public Accounting Firm for Duke Energy Corporation

24.1 Power of Attorney of certain officers and directors of Duke Energy Corporation

24.2 Certified resolution authorizing Power of Attorney

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Duke Energy Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Charlotte, State of North Carolina, on August 3, 2010.

DUKE ENERGY CORPORATION
(Registrant)

/s/ James E. Rogers
By: James E. Rogers*
Name: James E. Rogers
Title: Chairman, President and Chief
Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

(i) Principal executive officer:

James E. Rogers*

Director and Chairman, President and Chief Executive Officer

(ii) Principal financial officer:

Lynn J. Good*

Group Executive and Chief Financial Officer

(iii) Principal accounting officer:

Steven K. Young*

Senior Vice President and Controller

(iv) All of the Directors:

William Barnet III*

G. Alex Bernhardt, Sr.*

Michael G. Browning*

Daniel R. DiMicco*

John H. Forsgren*

Ann Maynard Gray*

James H. Hance, Jr.*

E. James Reinsch*

James T. Rhodes*

Philip R. Sharp*

James E. Rogers*

Date: August 3, 2010

* The undersigned, by signing his name hereto, does hereby sign this document on behalf of each of the above

named persons
indicated above
by asterisks,
pursuant to a
power of
attorney duly
executed by
such persons,
filed with the
Securities and
Exchange
Commission as
an exhibit
hereto.

By: /s/ David S. Maltz
Attorney-in-Fact

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