

Edgar Filing: VECTREN CORP - Form S-3

VECTREN CORP
Form S-3
July 31, 2003

As Filed With The Securities and Exchange Commission On July 31, 2003
Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

VECTREN CORPORATION
(Exact Name of Registrant as Specified in its Charter)

| | |
|---|--|
| Indiana | 35-2086905 |
| (State or Other Jurisdiction of Incorporation or Organization) | (I.R.S. Employer Identification Number) |

20 N.W. Fourth Street
Evansville, Indiana 47708
(812) 491-4000
(Address, Including Zip Code, and Telephone Number,
Including Area Code, of Registrant's Principal Executive Offices)

Ronald E. Christian
Executive Vice President, General Counsel
and Secretary
20 N.W. Fourth Street
Evansville, Indiana 47708
(812) 491-4000
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent For Service)

COPIES TO:

| | |
|-----------------------------|--------------------------------|
| Catherine L. Bridge | Edward F. Petrosky |
| Barnes & Thornburg | Sidley Austin Brown & Wood LLP |
| 11 South Meridian Street | 787 Seventh Avenue |
| Indianapolis, Indiana 46204 | New York, New York 10019 |
| (317) 236-1313 | (212) 839-5300 |

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as practicable after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, please check the following box. / /

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If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. /x/ 333-104186

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. / /

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered (1) | Proposed maximum offering price per unit (2) | Proposed maximum aggregate offering price |
|--|-----------------------------|--|---|
| Common stock, no par value, and common stock purchase rights (3) | \$30,000,000 | 100% | \$30,000,000 |

- (1) Pursuant to Rule 462(b) under the Securities Act of 1933, as amended, the amount of securities being registered hereunder represents no more than 20% of the \$150,000,000 of registered securities not previously sold by Vectren Corporation under Registration Statement No. 333-104186.
- (2) We have estimated the proposed maximum aggregate offering price solely to calculate the amount of registration fee under Rule 457(o) of the Securities Act. In no event will the aggregate initial offering price of all securities issued from time to time hereunder exceed \$30,000,000.
- (3) No additional consideration will be paid for the common stock purchase rights.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with respect to the registration of an additional \$30,000,000 aggregate maximum principal amount of common stock of Vectren Corporation, an Indiana corporation (the "Company"), pursuant to Rule 462(b) under the Securities Act of 1933, as amended.

The Company hereby incorporates by reference into this Registration Statement on Form S-3 in its entirety the Registration Statement on Form S-3 (File No. 333-104186) declared effective on June 27, 2003 by the Securities and Exchange Commission (the "Commission"), including each of the documents filed by the Company with the Commission and incorporated or deemed to be incorporated by reference therein and all exhibits thereto.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Evansville, State of Indiana, on July 31, 2003.

VECTREN CORPORATION

By: /s/ Ronald E. Christian

Ronald E. Christian, Executive Vice
President, General Counsel and Secretary

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 dates indicated.

| Signature | Title | Date |
|---|--|----------|
| (1) Principal Executive Officer | | |
| /s/ Niel C. Ellerbrook ----- Niel C. Ellerbrook | Chairman, President and Chief Executive Officer | July 31, |
| (2) Principal Financial Officer | | |
| /s/ Jerome A. Benkert ----- Jerome A. Benkert | Executive Vice President and Chief Financial Officer | July 31, |
| (3) Principal Accounting Officer | | |
| /s/ M. Susan Hardwick ----- M. Susan Hardwick | Vice President and Controller | July 31, |
| (4) A Majority of the Board of Directors | | |
| /s/ John M. Dunn ----- John M. Dunn | Director | |
| /s/ Niel C. Ellerbrook | Director | |

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Niel C. Ellerbrook

/s/ John D. Engelbrecht

Director

John D. Engelbrecht

/s/ Lawrence A. Ferger

Director

Lawrence A. Ferger

/s/ Anton H. George

Director

Anton H. George

/s/ Andrew E. Goebel

Director

July 31,

Andrew E. Goebel

/s/ Robert L. Koch II

Director

Robert L. Koch II

/s/ William G. Mays

Director

William G. Mays

Director

J. Timothy McGinley

/s/ Donald A. Rausch

Director

Donald A. Rausch

/s/ Richard P. Rechter

Director

Richard P. Rechter

/s/ Ronald G. Reherman

Director

Ronald G. Reherman

/s/ James C. Shook

Director

James C. Shook

/s/ Richard W. Shymanski

Director

Richard W. Shymanski

/s/ James S. Vinson

Director

James S. Vinson

/s/ Jean L. Wojtowicz

Director

Jean L. Wojtowicz

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EXHIBIT INDEX

| Number | Description |
|--------|---|
| ----- | ----- |
| 5 | Opinion of Barnes and Thornburg |
| 23.1 | Consent of Deloitte & Touche LLP |
| 23.2 | Consent of Barnes and Thornburg (included in Exhibit 5.1) |
| 24 | Power of Attorney |