

PINNACLE WEST CAPITAL CORP  
Form 8-K  
January 09, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**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): **January 7, 2014**

<b>Commission File Number</b>	<b>Exact Name of Registrant as Specified in Charter; State of Incorporation; Address and Telephone Number</b>	<b>IRS Employer Identification Number</b>
1-8962	<b>Pinnacle West Capital Corporation</b> (an Arizona corporation) 400 North Fifth Street, P.O. Box 53999 Phoenix, AZ 85072-3999 (602) 250-1000	86-0512431
1-4473	<b>Arizona Public Service Company</b> (an Arizona corporation) 400 North Fifth Street, P.O. Box 53999 Phoenix, AZ 85072-3999 (602) 250-1000	86-0011170

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:

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

This combined Form 8-K is separately filed or furnished by Pinnacle West Capital Corporation and Arizona Public Service Company. Each registrant is filing or furnishing on its own behalf all of the information contained in this Form 8-K that relates to such registrant and, where required, its subsidiaries. Except as stated in the preceding sentence, neither registrant is filing or furnishing any information that does not relate to such registrant, and therefore makes no representation as to any such information.

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

**(d) Exhibits.**

The registrants hereby file the following Exhibits to Registration Statement on Form S-3 (No. 333-180897 and No. 333-180897-01, which became effective on April 24, 2012).

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement dated January 7, 2014, in connection with the offering of \$250,000,000 of 4.70% Notes due 2044.
4.1	Form of the Fourteenth Supplemental Indenture relating to the issuance of \$250,000,000 of 4.70% Notes due 2044.
4.2	Specimen Note of 4.70% Notes due 2044.
5.1	Opinion of David P. Falck, Executive Vice President and General Counsel
99.1	Information relating to Item 14 of the Registration Statement on Form S-3 (No. 333-180897-01)

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.

PINNACLE WEST CAPITAL CORPORATION  
(Registrant)

Dated: January 9, 2014

By: */s/ James R. Hatfield*  
James R. Hatfield  
Executive Vice President and Chief Financial Officer

ARIZONA PUBLIC SERVICE COMPANY  
(Registrant)

Dated: January 9, 2014

By: */s/ James R. Hatfield*  
James R. Hatfield  
Executive Vice President and Chief Financial Officer

**Exhibit Index**

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