

PPL Corp  
Form 8-K  
June 14, 2012

**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): June 11, 2012

Commission File  
Number  
1-11459

Registrant; State of Incorporation;

Address and Telephone Number

**PPL Corporation**

(Exact name of Registrant as specified in its charter)

(Pennsylvania)

Two North Ninth Street

Allentown, PA 18101-1179

IRS Employer

Identification No.

23-2758192

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(610) 774-5151

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))

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**Section 2 Financial Information**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**  
**and**

**Section 8 Other Events**

**Item 8.01 Other Events**

On June 11, 2012, PPL Capital Funding, Inc. ( "PPL Capital Funding" ) and PPL Corporation ( "PPL" ) entered into an Underwriting Agreement (the "Underwriting Agreement" ) with BNP Paribas Securities Corp., Goldman, Sachs & Co., J.P. Morgan Securities LLC and UBS Securities LLC as representatives of the several underwriters named therein (the "Underwriters" ), relating to the offering and sale by PPL Capital Funding of \$400,000,000 of its 4.20% Senior Notes due 2022 (the "Notes" ). The Notes are fully and unconditionally guaranteed as to payment of principal, premium, if any, and interest under guarantees (the "Guarantees" ) of PPL. A copy of the Underwriting Agreement is attached as Exhibit 1(a) to this Current Report.

The Notes were issued on June 14, 2012, under an indenture (the "Indenture" ), dated as of November 1, 1997, among PPL Capital Funding, PPL and The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N. A. (formerly known as The Chase Manhattan Bank)), as trustee, as supplemented by Supplemental Indenture No. 8 thereto (the "Supplemental Indenture" ), dated as of June 14, 2012, and an Officers' Certificate of PPL Capital Funding and PPL (the "Officers' Certificate" ), dated June 14, 2012, establishing the terms of the Notes. Copies of the Indenture, Supplemental Indenture and Officers' Certificate are attached as Exhibits 4(a), 4(b) and 4(c), respectively, to this Current Report. The maturity date of the Notes is June 15, 2022, subject to early redemption at PPL Capital Funding's option. PPL Capital Funding and PPL expect to loan the net proceeds from the sale of the Notes to subsidiaries of PPL, which will use the funds for general corporate purposes.

The Notes and the Guarantees were offered and sold under PPL's and PPL Capital Funding's joint Registration Statement on Form S-3 on file with the Securities and Exchange Commission (Registration Nos. 333-180410 and 333-180410-06).

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

- 1(a) Underwriting Agreement, dated June 11, 2012, among PPL Capital Funding, Inc., PPL Corporation and BNP Paribas Securities Corp., Goldman, Sachs & Co., J.P. Morgan Securities LLC and UBS Securities LLC as representatives of the several underwriters named therein.

- 4(a) Indenture, dated as of November 1, 1997, among PPL Capital Funding, Inc., PPL Corporation and The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N. A. (formerly known as The Chase Manhattan Bank)), as Trustee (incorporated by reference to Exhibit 4.1 to PPL Corporation's Current Report on Form 8-K (File No. 1-11459) dated November 12, 1997).
- 4(b) Supplemental Indenture No. 8, dated as of June 14, 2012, among PPL Capital Funding, Inc., PPL Corporation and The Bank of New York Mellon (as successor to JPMorgan Chase Bank, N. A. (formerly known as The Chase Manhattan Bank)), as Trustee.
- 4(c) Officers' Certificate, dated June 14, 2012, pursuant to Section 301 of the Indenture.
- 5(a) Opinion of Frederick C. Paine, Senior Counsel of PPL Services Corporation.
- 5(b) Opinion of Davis Polk & Wardwell LLP.
- 23(a) Consent of Frederick C. Paine, Senior Counsel of PPL Services Corporation (included as part of Exhibit 5(a)).
- 23(b) Consent of Davis Polk & Wardwell LLP (included as part of Exhibit 5(b)).

SIGNATURE

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

PPL CORPORATION

By: /s/ Russell R. Clelland  
Russell R. Clelland

Assistant Treasurer

Dated: June 14, 2012