DOMINION RESOURCES INC /VA/
Form 8-K
March 27, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 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) March 21, 2017**

**Dominion Resources, Inc.**

**(Exact Name of Registrant as Specified in Its Charter)**

| | | |
|---|---|---|
| **Virginia** | **001-08489** | **54-1229715** |
| **(State or other jurisdiction of incorporation)** | **(Commission File Number)** | **(IRS Employer Identification No.)** |

**120 Tredegar Street**

| | |
|---|---|
| **Richmond, Virginia** | **23219** |
| **(Address of Principal Executive Offices)** | **(Zip Code)** |

**Registrant s Telephone Number, Including Area Code (804) 819-2000**

**(Former Name or Former Address, if Changed Since Last Report)**

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 (*see* General Instruction A.2. below):

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 March 21, 2017, Dominion Resources, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Morgan Stanley & Co. International plc, as Representative for the underwriters named in the Underwriting Agreement, for the sale of $100,000,000 aggregate principal amount of the Company s 2015 Series B 3.90% Senior Notes due 2025 (the Series B Senior Notes). The Series B Senior Notes are Senior Debt Securities that were registered by the Company pursuant to a registration statement on Form S-3 under Rule 415 under the Securities Act of 1933, as amended, which registration statement became effective on December 19, 2014 (File No. 333- 201149). A copy of the Underwriting Agreement, including exhibits thereto, is filed as Exhibit 1.1 to this Form 8-K.

The Series B Senior Notes will be issued under the Second Supplemental Indenture, dated as of September 1, 2015, to the Company s June 1, 2015 Senior Indenture.

**Item 9.01 Financial Statements and Exhibits**

Exhibits

| | |
|---|---|
| 1.1 | Underwriting Agreement, dated March 21, 2017, between the Company and Morgan Stanley & Co. International plc, as Representative for the underwriter named in the Underwriting Agreement.* |
| 4.1 | Senior Indenture, dated June 1, 2015, by and between the Company and Deutsche Bank Trust Company Americas, as Trustee (Exhibit 4.1, Form 8-K filed June 15, 2015, File No. 1-8489, incorporated by reference). |
| 4.2 | Second Supplemental Indenture to the Senior Indenture, dated September 1, 2015, pursuant to which the 2015 Series B 3.90% Senior Notes due 2025 will be issued. The form of the 2015 Series B 3.90% Senior Notes due 2025 is included as Exhibit A to the Second Supplemental Indenture (Exhibit 4.2, Form 8-K filed September 24, 2015, File No. 1-8489, incorporated by reference). |
| 5.1 | Opinion of McGuireWoods LLP.* |

* Filed herewith.

**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.

**DOMINION RESOURCES, INC.**

**Registrant**

/s/ James R. Chapman
Name: James R. Chapman
Title: Senior Vice President    Mergers & Acquisitions and Treasurer

Date: March 27, 2017