

XCEL ENERGY INC  
Form 8-A12B  
December 29, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR 12(g) OF**  
**THE SECURITIES EXCHANGE ACT OF 1934**

**Xcel Energy Inc.**

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

**Minnesota**  
**(State of Incorporation or Organization)**

**41-0448030**  
**(I.R.S. Employer Identification No.)**

**414 Nicollet Mall**

**Minneapolis,**

**Minnesota**

**55401**

(Address of Principal Executive Offices)

(Zip Code)

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of Each Class<br/>to be so Registered</b> | <b>Name of Each Exchange on Which<br/>Each Class is to be Registered</b> |
|--|--|
| <b>Common Stock, \$2.50 par value</b>              | <b>The NASDAQ Stock Market LLC</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c) or (e), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d) or (e), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement or Regulation A offering statement file number to which this form relates: N/A

Securities to be registered pursuant to Section 12(g) of the Act: None

**EXPLANATORY NOTE**

Xcel Energy Inc. (Xcel Energy) is filing this Form 8-A in connection with the transfer of the listing of its common stock, \$2.50 par value per share (Common Stock), from the New York Stock Exchange to The NASDAQ Stock Market LLC, effective after the close of trading on December 29, 2017.

**Item 1. Description of Registrant's Securities to be Registered**

The description of the Common Stock set forth under the caption "Description of Common Stock" contained in the Prospectus included in Xcel Energy's Registration Statement on Form S-3 (Registration No. 333-214019), filed under the Securities Act of 1933, as amended, which became effective upon filing with the Securities and Exchange Commission on October 7, 2016, is incorporated herein by reference, except that any reference to the New York Stock Exchange is hereby amended to refer to The NASDAQ Stock Market.

**Item 2. Exhibits**

Pursuant to the Instructions as to Exhibits for Form 8-A, no exhibits are required to be filed as part of this registration statement because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

(Signature Page Follows)

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

XCEL ENERGY INC.

By: /s/ Robert C. Frenzel

Name: Robert C. Frenzel

Title: Executive Vice President and Chief  
Financial Officer

Date: December 29, 2017