

UNS Energy Corp  
Form 8-K  
May 21, 2014

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): May 20, 2014

| Commission<br>File Number | Registrant; State of Incorporation;<br>Address; and Telephone Number  | IRS Employer<br>Identification<br>Number |
|---------------------------|---|--|
| 1-13739                   | UNS ENERGY CORPORATION<br>(An Arizona Corporation)<br>88 E. Broadway Boulevard<br>Tucson, AZ 85701<br>(520) 571-4000        | 86-0786732                               |
| 1-5924                    | TUCSON ELECTRIC POWER COMPANY<br>(An Arizona Corporation)<br>88 E. Broadway Boulevard<br>Tucson, AZ 85701<br>(520) 571-4000 | 86-0062700                               |

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))
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Item 8.01 Other Events.

As previously reported, on December 11, 2013, UNS Energy Corporation (UNS Energy) entered into an Agreement and Plan of Merger pursuant to which a subsidiary of Fortis Inc. (Fortis) would merge into UNS Energy (Merger) and UNS Energy would become an indirect wholly-owned subsidiary of Fortis.

On May 20, 2014, the United States Department of the Treasury informed UNS Energy that the Committee on Foreign Investment in the United States (CFIUS) completed its review of the Merger. CFIUS has determined that there are no unresolved national security concerns with respect to the transaction and that action under Section 721 of the Defense Production Act of 1950, as amended, is concluded with respect to the Merger.

The Merger was approved by UNS Energy shareholders on March 26, 2014 and by the Federal Energy Regulatory Commission on April 2, 2014. Completion of the Merger remains subject to: the approval of the Arizona Corporation Commission; the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; and the satisfaction of other customary closing conditions.

UNS Energy expects the Merger to close by the end of 2014.

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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 thereunto duly authorized.

Date: May 21, 2014

UNS ENERGY CORPORATION

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(Registrant)

/s/ Kevin P. Larson  
Kevin P. Larson  
Senior Vice President and Chief Financial Officer  
TUCSON ELECTRIC POWER COMPANY

Date: May 21, 2014

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(Registrant)

/s/ Kevin P. Larson  
Kevin P. Larson  
Senior Vice President and Chief Financial Officer