

SOUTHERN CALIFORNIA GAS CO

Form 8-K

November 18, 2010

**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):**

**November 15, 2010**

**SOUTHERN CALIFORNIA GAS COMPANY**

**(Exact name of registrant as specified in its charter)**

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(State or Other Jurisdiction

(Commission

(I.R.S. Employer

of Incorporation)

File Number)  
555 West Fifth Street

Identification Number)

Los Angeles, California 90013

(Address of Principal Executive Offices) (Zip Code)

(213) 244-1200

(Registrant's telephone number, including area code)

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))

**Item 8.01 Other Events**

On November 18, 2010, Southern California Gas Company (the Company) closed the public offering and sale of \$300,000,000 aggregate principal amount of its 5.125% First Mortgage Bonds, Series MM, due 2040 (the Bonds) with proceeds to the Company (after deducting underwriting discounts but before other expenses estimated at approximately \$250,000) of 98.882% of principal amount. The sale of the Bonds was registered under the Company's Registration Statement on Form S-3 (File No. 333-159041). The Bonds were issued pursuant to a Supplemental Indenture, dated as of November 18, 2010, which is attached hereto as Exhibit 4.1. The Bonds will mature on November 15, 2040. Interest on the Bonds accrues from November 18, 2010 and is payable on May 15 and November 15 of each year, beginning on May 15, 2011. The Bonds will be redeemable prior to maturity, at the Company's option, at the redemption prices and under the circumstances described in the prospectus supplement related to the offering, filed with the Securities and Exchange Commission on November 15, 2010; the information in the prospectus supplement is incorporated by reference herein. Further information regarding the sale of the Bonds is contained in the underwriting agreement, dated November 15, 2010, which is attached hereto as Exhibit 1.1.

**Item 9.01 Exhibits**

(d) *Exhibits.*

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
1.1	Underwriting Agreement, dated November 15, 2010.
4.1	Supplemental Indenture, dated as of November 18, 2010.
4.2	Form of Bond (Included in Exhibit 4.1 hereto).
5.1	Opinion of Gary W. Kyle, Esq.
5.2	Opinion of Latham & Watkins LLP.
23.1	Consent of Gary W. Kyle, Esq. (contained in the opinion filed as Exhibit 5.1 hereto).
23.2	Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.2 hereto).

**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.

Date: November 18, 2010

SOUTHERN CALIFORNIA GAS COMPANY

By: */s/* **ROBERT M. SCHLAX**  
**Robert M. Schlax**  
**Vice President, Chief Financial Officer, Chief Accounting  
Officer, Treasurer and Controller**

**EXHIBIT INDEX**

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