

SOUTHERN CALIFORNIA GAS CO
Form 8-K
September 21, 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): September 18, 2012

SOUTHERN CALIFORNIA GAS COMPANY

(Exact name of registrant as specified in its charter)

California
(State or Other Jurisdiction
of Incorporation)

1-1402
(Commission
File Number)

95-1240705
(I.R.S. Employer
Identification Number)

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555 West Fifth Street

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 September 21, 2012, Southern California Gas Company (the Company) closed the public offering and sale of \$350,000,000 aggregate principal amount of its 3.75% First Mortgage Bonds, Series NN, due 2042 (the Bonds) with proceeds to the Company (after deducting underwriting discounts but before other expenses estimated at approximately \$250,000) of 98.626% of the aggregate principal amount of the Bonds. The sale of the Bonds was registered under the Company's Registration Statement on Form S-3 (File No. 333-182557). The Bonds were issued pursuant to a Supplemental Indenture, dated as of September 21, 2012, which is attached hereto as Exhibit 4.1. The Bonds will mature on September 15, 2042. Interest on the Bonds accrues from September 21, 2012 and is payable on March 15 and September 15 of each year, beginning on March 15, 2013. The Bonds will be redeemable prior to maturity, at the Company's option, at the redemption prices and under the circumstances described in the form of Bond, which form is attached hereto in Exhibit 4.2. Further information regarding the sale of the Bonds is contained in the underwriting agreement, dated September 18, 2012, which is attached hereto as Exhibit 1.1.

Item 9.01 Exhibits

(d) Exhibits.

Exhibit

| Number | Description of Exhibit |
|--------|---|
| 1.1 | Underwriting Agreement, dated September 18, 2012. |
| 4.1 | Supplemental Indenture, dated as of September 21, 2012. |
| 4.2 | Form of Bond (Included in Exhibit 4.1 hereto). |
| 5.1 | Opinion of Latham & Watkins LLP. |
| 23.1 | Consent of Latham & Watkins LLP (contained in the opinion filed as Exhibit 5.1 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: September 21, 2012

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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