

NISOURCE INC/DE
Form S-8
November 01, 2018

As filed with the Securities and Exchange Commission on November 1, 2018

Registration No. 333-

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NiSource Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

801 East 86th Avenue

35-2108964
(I.R.S. employer
identification no.)

46410

Merrillville, Indiana 46410
(Address of principal executive offices) **(Zip Code)**
NISOURCE INC. RETIREMENT SAVINGS PLAN

(Full title of the plan)

Shawn Anderson

Vice President, Treasurer and Chief Risk Officer

NiSource Inc.

801 East 86th Avenue

Merrillville, Indiana 46410

(Name and address of agent for service)

(877) 647-5990

(Telephone number, including area code, of agent for service)

Copies to:

John G. Nassos

Vice President and Corporate Secretary

NiSource Inc.

801 East 86th Avenue

Merrillville, Indiana 46410

(877) 647-5990

Robert J. Minkus

Schiff Hardin LLP

233 South Wacker Drive, Suite 6600

Chicago, Illinois 60606

(312) 258-5500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share | Proposed maximum aggregate offering price | Amount of registration fee |
|---|--|--|--|---------------------------------------|
| Common stock, par value \$.01 share | 900,000(1) | \$25.45(2) | \$22,905,000 | \$2,777 |
| Interests in the Plan | (3) | (3) | (3) | (3) |

- (1) Pursuant to Rule 416 of the Securities Act of 1933, this registration statement shall also cover any additional shares of common stock which become issuable under the Plan pursuant to this registration statement by reason of any stock dividend, stock split, recapitalization or any other similar transaction effected without the receipt of consideration which results in an increase in the number of the registrant's outstanding shares of common stock.
- (2) Estimated on the basis of the average of the high and low sales prices of the common stock as reported on the New York Stock Exchange on October 26, 2018. (See Rules 457(c) and 457(h) of the Securities Act of 1933.)
- (3) In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the Plan described herein for which no separate fee is required.

REGISTRATION OF ADDITIONAL SECURITIES - EXPLANATORY NOTE

We are filing this registration statement to register an additional 900,000 shares of our common stock, par value \$.01 per share (the Common Stock), for issuance under the NiSource Inc. Retirement Savings Plan (the Plan). We previously registered an aggregate of 23,992,416 shares of Common Stock for issuance under the Plan on Post-Effective Amendment No. 11 on Form S-8 to Form S-4 (No. 333-33896, filed November 2, 2000), Form S-8 (No. 333-107748, filed August 7, 2003) and Form S-8 (No. 333-170706, filed November 19, 2010) (collectively, the Prior Registration Statements). Pursuant to General Instruction E to Form S-8, the contents of the Prior Registration Statements are incorporated herein by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

All information required in this registration statement not included in the exhibits attached hereto or set forth on the signature page is set forth in the Prior Registration Statements, the contents of which are incorporated herein by reference pursuant to General Instruction E to Form S-8.

Item 8. Exhibits.

The Exhibits filed herewith are set forth on the Exhibit Index filed as part of this Registration Statement.

EXHIBIT INDEX

The following documents are filed as part of the registration statement or are incorporated by reference:

| Exhibit Number | Document Description |
|-----------------------|---|
| 5 | <u>Opinion of Schiff Hardin LLP</u> |
| 23.1 | <u>Consent of Deloitte & Touche LLP</u> |
| 23.2 | <u>Consent of Schiff Hardin LLP (included in Exhibit 5)</u> |
| 24 | <u>Power of Attorney (included on signature pages)</u> |
| 99.1 | <u>NiSource Inc. Retirement Savings Plan, as amended and restated effective as of January 1, 2014</u> |
| 99.2 | <u>First Amendment to the NiSource Inc. Retirement Savings Plan</u> |
| 99.3 | <u>Second Amendment to the NiSource Inc. Retirement Savings Plan</u> |
| 99.4 | <u>Third Amendment to the NiSource Inc. Retirement Savings Plan</u> |
| 99.5 | <u>Fourth Amendment to the NiSource Inc. Retirement Savings Plan</u> |
| 99.6 | <u>Fifth Amendment to the NiSource Inc. Retirement Savings Plan</u> |
| 99.7 | <u>Sixth Amendment to the NiSource Inc. Retirement Savings Plan</u> |

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Merrillville, State of Indiana, on November 1, 2018.

NiSOURCE INC.
(Registrant)

By: /s/ JOSEPH HAMROCK
Name: Joseph Hamrock
Title: President and Chief Executive Officer

POWER OF ATTORNEY

Know All Persons By These Presents, that each person whose signature appears below constitutes and appoints Donald E. Brown, Joseph W. Mulpas and Shawn Anderson or any one of them his or her true lawful attorney-in-fact and agent with full power of substitution and re-substitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this registration statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto each said attorney-in-fact and agent full power and authority, to do and perform each and every act and thing requisite or necessary to be done in and about the premises, to all intents and purposes and as fully as he or she might or could do in person, hereby ratifying and confirming all that each said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed below by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|--|------------------|
| /s/ JOSEPH HAMROCK Joseph Hamrock | President, Chief Executive Officer and Director (Principal Executive Officer) | November 1, 2018 |
| /s/ DONALD E. BROWN Donald E. Brown | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | November 1, 2018 |
| /s/ JOSEPH W. MULPAS Joseph W. Mulpas | Vice President and Chief Accounting Officer (Principal Accounting Officer) | November 1, 2018 |
| /s/ RICHARD L. THOMPSON Richard L. Thompson | Chairman and Director | November 1, 2018 |

| | | |
|------------------------------|----------|------------------|
| /s/ PETER A. ALTABEF | Director | November 1, 2018 |
| Peter A. Altabef | | |
| /s/ THEODORE H. BUNTING, JR. | Director | November 1, 2018 |
| Theodore H. Bunting, Jr. | | |
| /s/ ERIC L. BUTLER | Director | November 1, 2018 |
| Eric L. Butler | | |
| /s/ ARISTIDES S. CANDRIS | Director | November 1, 2018 |
| Aristides S. Candris | | |
| /s/ WAYNE S. DEVEYDT | Director | November 1, 2018 |
| Wayne S. DeVeydt | | |
| /s/ DEBORAH A. HENRETTA | Director | November 1, 2018 |
| Deborah A. Henretta | | |
| /s/ MICHAEL E. JESANIS | Director | November 1, 2018 |
| Michael E. Jesanis | | |
| /s/ KEVIN T. KABAT | Director | November 1, 2018 |
| Kevin T. Kabat | | |
| /s/ CAROLYN Y. WOO | Director | November 1, 2018 |
| Carolyn Y. Woo | | |

The Plan. Pursuant to the requirements of the Securities Act of 1933, the NiSource Inc. Benefits Committee has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Town of Merrillville, State of Indiana, on November 1, 2018.

**NISOURCE INC. RETIREMENT
SAVINGS PLAN**

By: /s/ SHAWN ANDERSON
Shawn Anderson, Member, Plan
Committee

By: /s/ RICHARD L. BOND
Richard L. Bond, Member, Plan
Committee

By: /s/ CARL W. LEVANDER
Carl W. Levander, Member, Plan
Committee

By: /s/ JOSEPH W. MULPAS
Joseph W. Mulpas, Member, Plan
Committee

By: /s/ BRETT RADULOVICH
Brett R. Radulovich, Member, Plan
Committee

By: /s/ TERESA M. SMITH
Teresa M. Smith, Member, Plan
Committee