NISOURCE INC/DE
Form 8-K
November 17, 2011

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 14, 2011

NiSource Inc.

(Exact name of registrant as specified in its charter)

Commission file number 001-16189

Delaware	**35-2108964**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

801 East 86th Avenue

Merrillville, Indiana	**46410**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code (877) 647-5990

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 1.01. Entry into a Material Definitive Agreement.

On November 14, 2011, NiSource Inc. (the Company), NiSource Finance Corp., an Indiana corporation and a wholly-owned special purpose finance subsidiary of the Company (NiSource Finance), and Barclays Capital Inc., Citigroup Global Markets Inc. and J.P. Morgan Securities LLC, as representatives of the underwriters, entered into a Terms Agreement with respect to the offering and sale of $250,000,000 aggregate principal amount of NiSource Finance s 4.45% Notes due 2021 (the Notes due 2021) and $250,000,000 aggregate principal amount of NiSource Finance s 5.80% Notes due 2042 (the Notes due 2042 and together with the Notes due 2021, the Notes) under the Company s and NiSource Finance s Registration Statement on Form S-3 (File Nos. 333-170385 and 333-170385-01). The Notes will be fully and unconditionally guaranteed by the Company. The Terms Agreement incorporates by reference an Underwriting Agreement dated November 5, 2010 of the Company and NiSource Finance (the Underwriting Agreement). The sale is expected to close on November 23, 2011. The Notes are being issued pursuant to an Indenture dated as of November 14, 2000 among the Company, NiSource Finance and The Bank of New York Mellon (as successor in interest to JPMorgan Chase Bank, N.A., formerly known as The Chase Manhattan Bank), as trustee (as filed with the Securities and Exchange Commission on November 17, 2000).

Copies of the form of the Notes due 2021 and the form of the Notes due 2042 are filed as Exhibits 4.1 and 4.2, respectively, to this Current Report on Form 8-K and are hereby incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

Exhibit	Description
4.1	Form of 4.45% Notes due 2021
4.2	Form of 5.80% Notes due 2042

SIGNATURES

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.

NiSource Inc.
(Registrant)

Date: November 17, 2011

By: /s/ David J. Vajda
David J. Vajda
Vice President, Treasurer and Chief Risk Officer

Exhibit Index

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