

ENBRIDGE INC  
Form 8-K  
April 12, 2018

**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): **April 9, 2018**

**ENBRIDGE INC.**

(Exact Name of Registrant as Specified in Charter)

**CANADA**  
(State or Other Jurisdiction  
of Incorporation)

**001-15254**  
(Commission  
File Number)

**NONE**  
(IRS Employer  
Identification No.)

**200, 425 - 1st Street S.W.**

**Calgary, Alberta, Canada T2P 3L8**

(Address of Principal Executive Offices) (Zip Code)

**1-403-231-3900**

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(Registrant's telephone number, including area code)

### **Not Applicable**

(Former Name or Former Address, if Changed Since Last Report)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On April 9, 2018, Enbridge Inc. (the "Corporation") filed Articles of Amendment with the Director under the *Canada Business Corporations Act* (the "CBCA") amending its articles to create a new series of Preference Shares of the Corporation designated as Preference Shares, Series 2018-B (the "Conversion Preference Shares"). The Conversion Preference Shares are issuable upon the automatic conversion of the \$600,000,000 aggregate principal amount of the Corporation's 6.375% Fixed-to-Floating Rate Subordinated Notes Series 2018-B due 2078 (the "Notes"). The Conversion Preference Shares will be entitled to receive cumulative preferential cash dividends, if, as and when declared by the board of directors of the Corporation, subject to the CBCA, at the same rate as the interest rate that would have accrued on the Notes (had the Notes remained outstanding), payable on each quarterly dividend payment date, subject to any applicable withholding tax.

The foregoing description of the Corporation's Articles of Amendment is qualified in all respects by reference to the text of the Certificate of Amendment issued by the Director under the CBCA on April 9, 2018 and the Articles of Amendment attached thereto, which are filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

**Item 8.01 Other Events.**

On April 12, 2018, the Corporation completed the offering of the Notes. The following documents relating to the sale of the Notes are filed as exhibits to this Current Report on Form 8-K and are incorporated into this Item 8.01 by reference:

- Underwriting Agreement, dated April 5, 2018, between the Corporation and the underwriters party thereto.
- Fifth Supplemental Indenture to the Indenture between the Corporation and Deutsche Bank Trust Company Americas, dated April 12, 2018.
- Opinion of Sullivan & Cromwell LLP, U.S. counsel for the Corporation, as to the validity of the Notes.
- Opinion of McCarthy Tétrault LLP, Canadian counsel for the Corporation, as to the validity of the Notes and the Conversion Preference Shares.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit  
Number**

**Description**

|     |                                                                                                          |
|-----|----------------------------------------------------------------------------------------------------------|
| 1.1 | Underwriting Agreement, dated April 5, 2018, between the Corporation and the underwriters party thereto. |
|-----|----------------------------------------------------------------------------------------------------------|

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- 3.1 Certificate and Articles of Amendment, dated April 9, 2018.
- 4.1 Fifth Supplemental Indenture to the Indenture between the Corporation and Deutsche Bank Trust Company Americas, dated April 12, 2018.
- 5.1 Opinion of Sullivan & Cromwell LLP, U.S. counsel for the Corporation, as to the validity of the Notes.
- 5.2 Opinion of McCarthy Tétrault LLP, Canadian counsel for the Corporation, as to the validity of the Notes and the Conversion Preference Shares.
- 23.1 Consent of Sullivan & Cromwell LLP (included in Exhibit 5.1 above).
- 23.2 Consent of McCarthy Tétrault LLP (included in Exhibit 5.2 above).

**Index of Exhibits**

| <b>Exhibit<br/>Number</b> | <b>Description</b>                                                                                                                                   |
|---------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1                       | <u>Underwriting Agreement, dated April 5, 2018, between the Corporation and the underwriters party thereto.</u>                                      |
| 3.1                       | <u>Certificate and Articles of Amendment, dated April 9, 2018.</u>                                                                                   |
| 4.1                       | <u>Fifth Supplemental Indenture to the Indenture between the Corporation and Deutsche Bank Trust Company Americas, dated April 12, 2018.</u>         |
| 5.1                       | <u>Opinion of Sullivan &amp; Cromwell LLP, U.S. counsel for the Corporation, as to the validity of the Notes.</u>                                    |
| 5.2                       | <u>Opinion of McCarthy Tétrault LLP, Canadian counsel for the Corporation, as to the validity of the Notes and the Conversion Preference Shares.</u> |
| 23.1                      | <u>Consent of Sullivan &amp; Cromwell LLP (included in Exhibit 5.1 above).</u>                                                                       |
| 23.2                      | <u>Consent of McCarthy Tétrault LLP (included in Exhibit 5.2 above).</u>                                                                             |

**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, thereunto duly authorized.

**ENBRIDGE INC.**

**(Registrant)**

Date: April 12, 2018

By:

/s/ Tyler W. Robinson  
Tyler W. Robinson

*Vice President & Corporate Secretary*

*(Duly Authorized Officer)*