

American Water Works Company, Inc.

Form 8-K

August 17, 2009

**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): August 13, 2009**

**American Water Works Company, Inc.**

(Exact name of registrant as specified in its charter)

**Commission File Number: 001-34028**

**Delaware**  
(State or other jurisdiction of incorporation)

**1025 Laurel Oak Road**

**Voorhees, NJ 08043**

**51-0063696**  
(IRS Employer Identification No.)

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(Address of principal executive offices, including zip code)

(856) 346-8200

(Registrant's telephone number, including area code)

(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))

**Item 8.01. Other Events.**

On August 13, 2009, American Water Works Company, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Goldman, Sachs & Co., as representatives of the several underwriters, pursuant to which RWE Aqua Holdings GmbH, a limited liability company organized under the laws of the federal republic of Germany (the Selling Stockholder ) agreed to sell 35,000,000 shares of the Company's common stock, par value \$0.01 per share (the Common Stock ) at a public offering price of \$19.25 per share in an underwritten public offering (the Offering ). The Company will not receive any proceeds from the sale of shares sold in this offering. Pursuant to the Underwriting Agreement, the Company and its officers and directors and the Selling Stockholder agreed to a 90-day lock-up period with respect to sales of specified securities, subject to certain exceptions. The Underwriting Agreement is included as Exhibit 1.1 hereto.

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

(d) Exhibits.

| Exhibit | Description                                                                                                                                                                                                                      |
|---------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.1     | Underwriting Agreement, dated August 13, 2009, among American Water Works Company, Inc., RWE Aqua Holdings GmbH, Merrill Lynch, Pierce, Fenner & Smith Incorporated, Citigroup Global Markets Inc. and Goldman, Sachs & Co. Inc. |

**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.

Dated: August 17, 2009

AMERICAN WATER WORKS COMPANY, INC.

By: /s/ George W. Patrick

George W. Patrick  
Senior Vice President, General Counsel and

Secretary