

NISOURCE INC/DE  
Form SC TO-I/A  
February 21, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**SCHEDULE TO**  
**Tender Offer Statement under Section 14(d)(1) or 13(e)(1)**  
**of the Securities Exchange Act of 1934**  
**(Amendment No. 1)**

**NISOURCE INC.**

**(Name of Subject Company (Issuer) and Filing Person (Offeror))**

**Shares of 5.650% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock,**  
**liquidation preference \$1,000 per share**

**(Title of Class of Securities)**

**65473P AC9 and U65483 AA4**

**(CUSIP Number of Class of Securities)**

**Randy G. Hulen**

**Vice President, Investor Relations and Treasurer**

**NiSource Inc.**

**801 East 86<sup>th</sup> Avenue**

**Merrillville, Indiana 46410**

**(877) 647-5990**

**(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)**

*With a Copy to:*

**Robert J. Minkus, Esq.**

**Schiff Hardin LLP**

**233 S. Wacker Drive, Suite 7100**

**Chicago, Illinois 60606**

**(312) 258-5500**

### **CALCULATION OF FILING FEE**

**Transaction valuation(1)**

\$ 400,000,000

**Amount of filing fee(2)**

\$48,480

- (1) This valuation assumes the exchange of up to 400,000 unregistered shares of our 5.650% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$1,000 per share for up to 400,000 shares of our 5.650% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$1,000 per share that have been registered under the Securities Act of 1933.
- (2) Computed in accordance with Rule 0-11(a)(4) under the Securities Exchange Act of 1934.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing

Amount Previously Paid: \$48,480

Form or Registration No.: Registration Statement  
on Form S-4 (No. 333-228790).

Filing Party: NiSource Inc.

Date Filed: December 13, 2018

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transaction to which the statement relates:

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third-party tender offer subject to Rule 14d-1

issuer tender offer subject to Rule 13e-4

going-private transaction subject to Rule 13e-3

amendment to Schedule 13D under Rule 13d-2

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 1 (this Amendment) amends and supplements the Tender Offer Statement on Schedule TO filed by NiSource Inc., a Delaware corporation (NiSource), with the Securities and Exchange Commission (the SEC) on February 1, 2019 (as so amended, the Schedule TO) relating to the offer by NiSource to exchange any and all shares of its 5.650% Series A Fixed-Rate Reset Cumulative Redeemable Perpetual Preferred Stock, liquidation preference \$1,000 per share (Series A Preferred Stock), which were issued in a transaction exempt from registration under the Securities Act of 1933, as amended (the Securities Act; such unregistered shares, the Old Shares), for up to 400,000 shares of Series A Preferred Stock that have been registered under the Securities Act (the New Shares) upon the terms and subject to the conditions set forth in the prospectus, dated February 1, 2019 (the Prospectus) and the related Letter of Transmittal and instructions thereto (which, together with any amendments or supplements thereto, collectively constitute the Exchange Offer). In connection with the Exchange Offer, NiSource has filed under the Securities Act a registration statement on Form S-4 (Registration No. 333-228790) to register the New Shares offered in exchange for the Old Shares tendered in the Exchange Offer.

This Amendment is being filed to amend and restate Item 10 to incorporate by reference the financial information included as Item 8 in NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2018, which was filed with the SEC on February 20, 2019. Except as specifically provided herein, this Amendment does not modify any of the information previously reported on the Schedule TO.

Item 10 is amended and restated as follows:

**Item 10. Financial Statements.**

- (a) *Financial Information.* Reference is made to the information under the headings **Where You Can Find More Information** and **Incorporation by Reference** in the Prospectus, which is incorporated herein by reference. The financial information included as Item 8 in NiSource's Annual Report on Form 10-K for the fiscal year ended December 31, 2018 is incorporated herein by reference.
  
- (b) *Pro Forma Information.* Not applicable

**SIGNATURE**

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 20, 2019

NISOURCE INC.

By: /s/ Randy G. Hulen

Name: Randy G. Hulen

Title: Vice President, Investor

Relations and Treasurer