

EDISON INTERNATIONAL
Form 8-K
October 04, 2004

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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): September 30, 2004

EDISON INTERNATIONAL
(Exact name of registrant as specified in its charter)

CALIFORNIA
(State or other jurisdiction
of incorporation)

001-9936
(Commission
File Number)

95-41
(I.R.S.
Identific

2244 Walnut Grove Avenue
(P.O. Box 800)
Rosemead, California 91770
(Address of principal executive offices, including zip code)

626-302-2222 (including area code)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the 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))

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current report and assumptions about future events. These forward-looking statements are subject to risks and uncertainties that may be outside the control of Edison International and its subsidiaries. Edison International has no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Section 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

Edison Mission Energy (EME), a wholly owned indirect subsidiary of Edison International, completed the sale of the stock of its subsidiary Mission Energy Universal Holdings (Universal Holdings) pursuant to a Purchase Agreement, dated July 20, 2004, between EME and Origin Energy New Zealand Limited. The Purchase Agreement was entered into following a competitive bidding process. The sale of Universal Holdings represents the sale of EME's 51.2% ownership interest in Contact Energy Limited. Contact Energy generates about 20% of New Zealand's electricity and is one of the largest retailers of natural gas and electricity in New Zealand. Consideration from the sale of Universal Holdings was approximately NZ\$1.1 billion (approximately US\$700 million) in cash and NZ\$535 million (approximately US\$359 million) of assumed debt. The cash proceeds from the sale, net of transaction costs and taxes, will be used to repay a portion of the \$800 million secured loan of Edison Energy Holdings International, Inc, another subsidiary of EME. The sale of the shares of Universal Holdings occurred on September 30, 2004 in the United States and October 1, 2004 in New Zealand (which is ahead of Eastern Daylight Time). EME and its wholly-owned subsidiary EME Investments II LLC, a Delaware limited liability company and the actual owner of the Universal Holdings shares which were sold to Origin Energy New Zealand, maintain their respective books and records in the United States and, accordingly, will treat the transaction as a sale on September 30, 2004.

The Purchase Agreement is incorporated by reference as Exhibit 1.1.

On October 4, 2004, Edison International and EME issued a press release announcing that they had completed the sale. A copy of the press release is attached as Exhibit 99.1 and incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

See the Exhibit Index below.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

EDISON INTERNATIONAL
(Registrant)

/s/ KENNETH S. STEWART

KENNETH S. STEWART
Assistant General Counsel and Assistant Secretary

DATE: October 4, 2004

EXHIBIT INDEX

| Exhibit No. | Description |
|--------------------|--|
| 1.1 | Purchase Agreement, dated July 20, 2004, between Edison Mission Energy and Ori Energy New Zealand Limited. (Incorporated by reference to Exhibit 2.1 to Edison Mission Energy's Form 8-K, dated September 30, 2004, and filed on October 4, 2004.) |
| 99.1 | Press Release of Edison International and Edison Mission Energy, dated October 4, 2004. |