



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 8.01. Other Events**

On November 6, 2017, Public Service Enterprise Group Incorporated (“PSEG”) completed a public offering of \$700.0 million aggregate principal amount of its 2.650% Senior Notes due 2022 (the “Notes”). The Notes were offered and sold by PSEG pursuant to a registration statement on Form S-3 (File No. 333-200352) (the “Registration Statement”) and the related Prospectus dated November 18, 2014 and Prospectus Supplement dated November 2, 2017. The Notes were issued pursuant to an underwriting agreement (the “Underwriting Agreement”), dated November 2, 2017, between PSEG and Barclays Capital Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein (the “Underwriters”). Pursuant to the Underwriting Agreement and subject to the terms and conditions expressed therein, PSEG agreed to sell the Notes to the Underwriters, and the Underwriters agreed to purchase the Notes for resale to the public. The Underwriting Agreement is filed as Exhibit 1 hereto. The Notes are governed by an indenture, dated as of November 1, 1998 (the “Indenture”), between PSEG and U.S. Bank National Association, as successor trustee. The Indenture and the form of Note are filed as Exhibits 4-1 and 4-2 hereto, respectively. The Underwriting Agreement, Indenture and the form of Note are incorporated by reference into the Registration Statement.

In connection with the offering of the Notes, PSEG is filing herewith as Exhibit 5 an opinion of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation, addressing the legality of the Notes. Such opinion is incorporated by reference into the Registration Statement.

**Item 9.01. Financial Statements and Exhibits**

Exhibit 1 Underwriting Agreement, dated November 2, 2017, between PSEG and Barclays Capital Inc., J.P. Morgan Securities LLC and Morgan Stanley & Co. LLC, as representatives of the several underwriters named therein.

Exhibit 4-1 Indenture dated as of November 1, 1998 between PSEG and U.S. Bank National Association (as successor to First Union National Bank), as Trustee (incorporated by reference to Exhibit 4(f) to the Annual Report on Form 10-K for the year ended December 31, 1998, File No. 001-09120).

Exhibit 4-2 Form of Note.

Exhibit 5 Opinion of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation, addressing the legality of the Notes.

Exhibit 23 Consent of Shawn P. Leyden, Vice President and Deputy General Counsel of PSEG Services Corporation (included in Exhibit 5).



**SIGNATURE**

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.

**PUBLIC SERVICE ENTERPRISE GROUP  
INCORPORATED**

(Registrant)

By: /s/ Stuart J. Black  
Stuart J. Black

Vice President and Controller

(Principal Accounting Officer)

Date: November 6, 2017