

VALERO ENERGY CORP/TX

Form 8-K/A

November 15, 2005

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 8-K/A**

**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 1, 2005**

**VALERO ENERGY CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

**1-13175**

(Commission File Number)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**74-1828067**

(I.R.S. Employer  
Identification No.)

**One Valero Way  
San Antonio, Texas**

(Address of principal executive offices)

**78249**

(Zip Code)

**(210) 345-2000**

(Registrant's Telephone Number, Including Area Code)

**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 (17CFR240.14a-12)**
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR240.14d-2(b))**
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR240.13e-4(c))**
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Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

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Consent of Deloitte & Touche LLP

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Pro Forma Financial Information

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**Explanatory Note**

This Form 8-K/A amends the Form 8-K of Valero Energy Corporation (Valero) dated September 1, 2005 and filed with the Securities and Exchange Commission on September 2, 2005. That Form 8-K reported under Item 2.01 the acquisition of Premcor Inc., a Delaware corporation (Premcor), pursuant to the terms of the previously reported Agreement and Plan of Merger (the Merger Agreement), dated as of April 24, 2005, by and between Valero and Premcor. This report provides the financial statements and the pro forma financial information as required under Item 9.01.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Businesses Acquired.

Premcor Inc. and Subsidiaries:

Report of Independent Registered Public Accounting Firm  
 Consolidated Balance Sheets as of December 31, 2004 and 2003  
 Consolidated Statements of Operations for the Years Ended December 31, 2004, 2003 and 2002  
 Consolidated Statements of Cash Flows for the Years Ended December 31, 2004, 2003 and 2002  
 Consolidated Statements of Stockholders Equity for the Years Ended December 31, 2004, 2003 and 2002

The Premcor Refining Group Inc. and Subsidiaries:

Report of Independent Registered Public Accounting Firm  
 Consolidated Balance Sheets as of December 31, 2004 and 2003  
 Consolidated Statements of Operations for the Years Ended December 31, 2004, 2003 and 2002  
 Consolidated Statements of Cash Flows for the Years Ended December 31, 2004, 2003 and 2002  
 Consolidated Statements of Stockholders Equity for the Years Ended December 31, 2004, 2003 and 2002  
 Notes to Consolidated Financial Statements (Premcor Inc. and The Premcor Refining Group Inc.)

Financial Statement Schedules:

Schedule I Condensed Financial Information of Premcor Inc.

Schedule II Valuation and Qualifying Accounts

Premcor Inc. and Subsidiaries:

Report of Independent Registered Public Accounting Firm  
 Condensed Consolidated Balance Sheets as of June 30, 2005 and December 31, 2004  
 Condensed Consolidated Statements of Operations for the Three and Six Months Ended June 30, 2005 and 2004  
 Condensed Consolidated Statements of Cash Flows for the Six Months Ended June 30, 2005 and 2004

The Premcor Refining Group Inc. and Subsidiaries:

Report of Independent Registered Public Accounting Firm  
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Notes to Condensed Consolidated Financial Statements (Premcor Inc. and The Premcor Refining Group Inc.)

Inc.)

(b) Pro Forma Financial Information.

Unaudited Pro Forma Combined Statement of Income for the Six Months Ended June 30, 2005

Unaudited Pro Forma Combined Statement of Income for the Year Ended December 31, 2004

Notes to Unaudited Pro Forma Combined Financial Statements

(c) Exhibits.

**Exhibit No.**

**Description**

15.1	Acknowledgement of awareness of Deloitte & Touche LLP concerning unaudited interim financial information
23.1	Consent of Deloitte & Touche LLP

99.1	Financial statements of businesses acquired
99.2	Pro forma financial information

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report on Form 8-K/A to be signed on its behalf by the undersigned hereunto duly authorized.

**VALERO ENERGY CORPORATION**

By: /s/ Jay D. Browning

Jay D. Browning  
Vice President Corporate Law  
and Secretary

Dated: November 15, 2005

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**Valero Energy Corporation**

**Exh.**

**No. Description**

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99.1 Financial Statements of Businesses Acquired

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99.2 Pro Forma Financial Information

Unaudited Pro Forma Combined Statement of Income for the Six Months Ended June 30, 2005

Unaudited Pro Forma Combined Statement of Income for the Year Ended December 31, 2004

Notes to Unaudited Pro Forma Combined Financial Statements