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BEFORE THE ARIZONA CORPORATION COMMISSION

2014 MAR 27 A 11:29

COMMISSIONERS

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GARY PIERCE
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ARIZ CORP COMMISSION
DOCKET CONTROL

ORIGINAL

IN THE MATTER OF THE REORGANIZATION)	DOCKET NO. E-04230A-14-0011
OF UNS ENERGY CORPORATION)	DOCKET NO. E-01933A-14-0011
))
)	SUPPLEMENTAL INFORMATION
)	IN SUPPORT OF APPLICATION -
)	NOTICE OF SHAREHOLDER
)	APPROVAL

UNS Energy Corporation¹ and Fortis Inc.² hereby submit the attached 8-K that was filed with the Securities and Exchange Commission regarding UNS Energy Corporation shareholder approval of the acquisition of UNS Energy Corporation by Fortis Inc.

RESPECTFULLY SUBMITTED this 27th day of March, 2014.

UNS ENERGY CORPORATION AND FORTIS INC.

By 
Bradley S. Carroll
UNS Energy Corporation
88 East Broadway Blvd., MS HQE910
P. O. Box 711
Tucson, Arizona 85702

Arizona Corporation Commission

DOCKETED

and

MAR 27 2014

DOCKETED BY 

¹ On behalf of itself and its affiliates UniSource Energy Services, Inc., Tucson Electric Power Company, UNS Electric, Inc. and UNS Gas, Inc.

² On behalf of itself and its affiliates FortisUS Holdings Nova Scotia Limited, FortisUS Inc. and Color Acquisition Sub Inc.

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12 Phoenix, Arizona 85004

13 Attorneys for Fortis Inc.

14 Original and 13 copies of the foregoing
15 filed this 27th day of March, 2014, with:

16 Docket Control
17 Arizona Corporation Commission
18 1200 West Washington Street
19 Phoenix, Arizona 85007

20 Copy of the foregoing hand-delivered/mailed
21 this 27th day of March, 2014, to:

22 Jane L. Rodda
23 Administrative Law Judge
24 Hearing Division
25 Arizona Corporation Commission
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27 Tucson, Arizona 85701

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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): March 26, 2014

<u>Commission File Number</u>	<u>Registrant; State of Incorporation; Address; and Telephone Number</u>	<u>IRS Employer Identification Number</u>
1-13739	UNS ENERGY CORPORATION (An Arizona Corporation) 88 E. Broadway Boulevard Tucson, AZ 85701 (520) 571-4000	86-0786732

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 5.07 Submission of Matters to a Vote of Security Holders

On March 26, 2014, UNS Energy Corporation (UNS Energy) held a special meeting of shareholders at UNS Energy's offices in Tucson, Arizona.

As of the record date, February 14, 2014, there were 41,633,535 shares of common stock of UNS Energy eligible to be voted at the special meeting. At the meeting, 32,196,538 shares, or approximately 77.3% of all outstanding shares of common stock, were present either in person or by proxy. Two matters were voted upon at the special meeting, with the Board of Directors of UNS Energy recommending a vote "FOR" in connection with each of the proposals voted upon, as further discussed in the definitive proxy statement filed with the Securities and Exchange Commission on February 18, 2014 (the Proxy Statement).

Proposal No. 1 was to consider and vote on a proposal to approve and adopt the Agreement and Plan of Merger (the Merger), dated as of December 11, 2013, by and among FortisUS Inc., a Delaware corporation, Color Acquisition Sub Inc., an Arizona corporation and a wholly-owned subsidiary of FortisUS Inc., which we refer to as Merger Sub, UNS Energy and, solely for the purposes of certain provisions thereof, Fortis Inc., a corporation existing under the Corporations Act of Newfoundland and Labrador, as it may be amended from time to time, pursuant to which Merger Sub will merge with and into UNS Energy, with UNS Energy continuing as the surviving corporation (the Merger Proposal).

Proposal No. 2 was to consider and cast an advisory, nonbinding vote to approve the compensation that may be paid or become payable to UNS Energy named executive officers that is based on or otherwise relates to the Merger, as discussed in the Proxy Statement (the Advisory Say-on-Merger-Pay Proposal).

Proposal No. 3 was to consider and vote on a proposal to adjourn the special meeting to a later date or time, if necessary or appropriate, to solicit additional proxies in the event there are insufficient votes at the time of the special meeting or any adjournment or postponement thereof to adopt the merger agreement. Because the Merger Proposal received the affirmative vote of the holders of a majority of the outstanding shares of UNS Energy common stock entitled to vote on the Merger Proposal, the vote on the proposal to adjourn the special meeting to a later date or time was not called.

The Merger Proposal and the Advisory Say-on-Merger-Pay Proposal were approved. The table below shows the final voting results from the special meeting of shareholders.

	For	Against	Abstain
Proposal 1 - The Merger Proposal	31,311,841	524,021	360,676
Proposal 2 - The Advisory Say-on-Merger-Pay Proposal	29,355,324	1,253,525	1,587,689

Item 7.01 Regulation FD Disclosure

Following the special meeting of shareholders described in Item 5.07, UNS Energy issued a press release regarding the special meeting. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit	Description
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99.1	UNS Energy press release, dated March 26, 2014.
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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.

UNS ENERGY CORPORATION

(Registrant)

Date: March 26, 2014

/s/ Kevin P. Larson
Kevin P. Larson
Senior Vice President and Principal
Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	UNS Energy press release, dated March 26, 2014.

UNS NEWS

UNS Energy Corporation

FOR IMMEDIATE RELEASE

March 26, 2014

Media Contact: Joseph Barrios, (520) 884-3725

Financial Analyst Contact: Chris Norman, (520) 884-3649

UNS ENERGY SHAREHOLDERS APPROVE ACQUISITION BY FORTIS

Tucson, Ariz. - Shareholders of UNS Energy Corporation (NYSE:UNS) voted overwhelmingly today to approve the proposed acquisition of the company by a subsidiary of Fortis Inc. (TSX:FTS).

The votes were tabulated at today's special meeting for shareholders at UNS Energy's Corporate Headquarters in Tucson. Approximately 97 percent of the ballots cast supported the company's acquisition by Fortis, the largest investor-owned gas and electric distribution utility company in Canada.

"Today's vote is a positive step toward a new partnership that will provide benefits for shareholders, customers, employees and the communities we serve. Joining Fortis will provide additional financial strength to help us maintain safe, reliable service throughout Arizona," said Board Chair and CEO Paul J. Bonavia.

The merger agreement provides that Fortis will acquire all of the outstanding common stock of UNS Energy for \$60.25 per share in cash. The \$4.3 billion transaction, which includes the assumption of approximately \$1.8 billion in debt, would provide additional capital and new resources for UNS Energy's subsidiaries, including Tucson Electric Power (TEP) and UniSource Energy Services (UES). Both companies will remain headquartered in Tucson under local control with current management and staffing levels and no planned changes to existing operations or rates.

Joining the Fortis family of companies would improve UNS Energy's access to capital to fund the ongoing diversification of its generating fleet as well as investment in other infrastructure improvements. Upon closing, Fortis will inject \$200 million of equity into UNS Energy.

The merger is subject to the approval of regulators, including the Arizona Corporation Commission and the Federal Energy Regulatory Commission; the expiration or termination of the applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended; and the satisfaction of customary closing conditions. UNS Energy anticipates the transaction will be finalized by the end of 2014.

About UNS Energy:

UNS Energy is a Tucson, Arizona-based company with consolidated assets of approximately \$4 billion. TEP serves approximately 413,000 customers in southern Arizona. UES provides natural gas and electric service for approximately 243,000 customers in northern and southern Arizona. UNS Energy shares are listed on the New York Stock Exchange and trade under the symbol UNS. To learn more, visit www.uns.com. Additional details about the proposed transaction are available online at www.uns.com/acquisition/.

About Fortis:

Fortis is the largest investor-owned gas and electric distribution utility in Canada with total assets of approximately \$18 billion and fiscal 2013 revenue exceeding \$4 billion. Its regulated utilities account for 90% of total assets and serve more than 2.4 million customers across Canada and in New York State and the Caribbean. Fortis owns non-regulated hydroelectric generation assets in Canada, Belize and Upstate New York. The Corporation's non-utility investment is comprised of hotels and commercial real estate in Canada.

Fortis shares are listed on the Toronto Stock Exchange and trade under the symbol FTS. Additional information can be accessed at www.fortisinc.com or www.sedar.com.

Forward Looking Statements

Statements included in this news release and any documents incorporated by reference which are not historical in nature are intended to be, and are hereby identified as, "forward-looking statements" for purposes of the safe harbor provided by Section 21E of the Exchange Act. Forward-looking statements may be identified by words including "anticipates," "intends," "estimates," "believes," "projects," "expects," "plans," "assumes," "seeks," and similar expressions. Forward-looking statements including, without limitation, those relating to UNS Energy's and its subsidiaries' future business prospects, revenues, proceeds, working capital, investment valuations, liquidity, income, and margins, as well as the timing and consequences of the Fortis acquisition, are subject to certain risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements. Those factors include, but are not limited to: the possibility that various conditions precedent to the consummation of the Fortis transaction will not be satisfied or waived; the ability to obtain regulatory approvals of the Fortis transaction on the timing and terms thereof; state and federal regulatory and legislative decisions and actions; regional economic and market conditions which could affect customer growth and energy usage; weather variations affecting energy usage; the cost of debt and equity capital and access to capital markets; the performance of the stock market and changing interest rate environment, which affect the value of our pension and other retiree benefit plan assets and the related contribution requirements and expense; unexpected increases in O&M expense; resolution of pending litigation matters; changes in accounting standards; changes in critical accounting estimates; the ongoing restructuring of the electric industry; changes to long-term contracts; the cost of fuel and power supplies; cyber attacks or challenges to our information security; and the performance of TEP's generating plants; and certain presently unknown or unforeseen factors, including, but not limited to, acts of terrorism. UNS Energy and its subsidiaries undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. Given these uncertainties, undue reliance should not be placed on the forward-looking statements.