

EL PASO CORP/DE
Form 425
March 26, 2012

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, 2012**

EL PASO CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	1-14365	45-3953911
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

El Paso Building
1001 Louisiana Street

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Houston, Texas 77002

(Address of principal executive offices) (Zip Code)

(713) 420-2600

(Registrant's telephone number, including area code)

Sirius Holdings Merger Corporation

(Former name or former address, if changed since last report)

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))
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As previously announced, El Paso Corporation (subsequently renamed El Paso Interim Corporation and referred to herein as Old El Paso), Sirius Holdings Merger Corporation (subsequently renamed El Paso Corporation and referred to herein as New El Paso), Sirius Merger Corporation (Merger Sub One), Kinder Morgan, Inc. (Kinder Morgan), Sherpa Merger Sub, Inc. and Sherpa Acquisition LLC, entered into an Agreement and Plan of Merger, dated as of October 16, 2011 (the Merger Agreement). Pursuant to the Merger Agreement, Kinder Morgan will acquire control of Old El Paso and New El Paso through a series of steps (collectively referred to as the Transactions), including, among others, a merger of Merger Sub One with and into Old El Paso, with Old El Paso surviving as a wholly owned subsidiary of New El Paso (the First Merger, and the agreement to effectuate the First Merger, the First Merger Agreement).

On March 9, 2012, the stockholders of Old El Paso, and Old El Paso as the sole stockholder of New El Paso, adopted the Merger Agreement and the First Merger Agreement and approved the transactions contemplated by the Merger Agreement and the First Merger Agreement, including the First Merger.

This Form 8-K is being filed in order to report the completion of the First Merger. As described below, upon completion of the First Merger, stockholders of Old El Paso became stockholders of New El Paso, without the need for such stockholders to take any action.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

In connection with the First Merger, New El Paso entered into supplemental indentures under each of Old El Paso's outstanding indentures pursuant to which New El Paso agreed to irrevocably and unconditionally guarantee Old El Paso's obligations under each of the indentures and the debt securities issued pursuant thereto. As of the date of the First Merger, the total outstanding principal amount of debt securities guaranteed by New El Paso is approximately \$4,147 million. In addition, New El Paso entered into a supplemental indenture and assumption agreement pursuant to which New El Paso assumed Old El Paso's obligations under Old El Paso's Trust Preferred Securities, the related Trust Preferred Securities Guarantee Agreement and Trust Common Securities Guarantee Agreement, and the underlying Subordinated Convertible Debentures due 2028 (the Trust Debentures). There are \$325 million aggregate principal amount of Trust Debentures outstanding as of the date of the First Merger.

Item 3.03. Material Modification to Rights of Security Holders.

The information in Item 8.01 of this Form 8-K is incorporated into this Item 3.03 by reference.

Item 5.01. Changes in Control of Registrant.

The information in Item 5.02, Item 5.03 and Item 8.01 of this Form 8-K is incorporated into this Item 5.01 by reference.

Item 5.02. Departures of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

In connection with the First Merger, at the First Effective Time (as defined below), New El Paso appointed to its Board of Directors those individuals who served as directors of Old El Paso immediately prior to the First Effective Time, and the individuals who had served as directors of New El Paso immediately prior to the First Effective Time resigned. Specifically, at the First Effective Time, Marguerite N. Woung-Chapman and John R. Sult resigned from the Board of Directors of New El Paso, and Juan Carlos Braniff, David W. Crane, Douglas L. Foshee, Robert W. Goldman, Anthony W. Hall, Jr., Thomas R. Hix, Ferrell P. McClean, Timothy J. Probert, Steven J. Shapiro, J. Michael Talbert, Robert F. Vagt and John L. Whitmire were appointed as members of the Board of Directors of New El Paso. New El Paso also replicated the committees of Old El Paso, which include an Audit Committee, a Compensation Committee, a Finance Committee, a Governance and Nominating Committee and a Health, Safety and Environmental Committee.

Also, in connection with the First Merger, at the First Effective Time, the individuals who served as executive officers of New El Paso immediately prior to the First Effective Time were replaced by the executive officers of Old El Paso. Specifically, at the First Effective Time, John R. Sult (formerly the Chief Executive Officer and President) and John Hopper (formerly the Vice President, Treasurer and Secretary) ceased to serve as executive officers of New El Paso in such capacities, and the following individuals were appointed as executive officers of New El Paso: Douglas L. Foshee as President, Chief Executive Officer and Chairman of the Board; John R. Sult as Executive Vice President and Chief Financial Officer; Francis C. Olmsted, III as Vice President and Controller; Brent J. Smolik as Executive Vice President and President of EP Energy; James C. Yardley as Executive Vice President and President of the Pipeline Group; and D. Mark Leland as Executive Vice President and President of Midstream.

Except with respect to any New El Paso stock options, restricted shares, performance-based restricted stock units or other security interests of New El Paso held by its named executive officers as converted from equivalent Old El Paso awards at the First Effective Time (as described below under Item 8.01), New El Paso does not have any compensatory obligations with respect to or compensatory arrangements for its named executive officers.

The information in Item 8.01 of this Form 8-K is incorporated into this Item 5.02 by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the First Merger, prior to the First Effective Time, New El Paso adopted an Amended and Restated Certificate of Incorporation that is substantively identical to the certificate of incorporation of Old El Paso that was in place immediately prior to the First Effective Time. The Amended and Restated Certificate of Incorporation is attached hereto as Exhibit 3.1. In connection with the First Merger, substantially concurrently with the First Effective Time, New El Paso adopted a Second Amended and Restated Certificate of Incorporation, which reflects the change of its name from Sirius Holdings Merger Corporation

to El Paso Corporation. The Second Amended and Restated Certificate of Incorporation is attached hereto as Exhibit 3.2. Also substantially concurrently with the First Effective Time, New El Paso adopted Amended and Restated Bylaws that are substantively identical to the bylaws of Old El Paso that were in place immediately prior to the First Effective Time. The Amended and Restated Bylaws are attached hereto as Exhibit 3.3.

The information in Item 8.01 of this Form 8-K is incorporated into this Item 5.03 by reference.

Item 8.01. Other Events.

On March 26, 2012 (the First Effective Time), in accordance with the terms of the Merger Agreement, the First Merger Agreement and Delaware law, the First Merger was completed. At the First Effective Time:

1. Each outstanding share of common stock of Merger Sub One was converted into one share of common stock of Old El Paso;
2. Each outstanding share of common stock of Old El Paso was automatically converted into one share of common stock of New El Paso, having the same rights, powers, preferences, limitations and restrictions as the stock being converted and exchanged, and each Old El Paso stock option, restricted share, performance-based restricted stock unit and other security of Old El Paso was automatically converted into an equivalent New El Paso stock option, restricted share, performance-based restricted stock unit or other security interest of New El Paso, as applicable, with all other terms and conditions applicable to such equity awards immediately prior to the First Effective Time continuing to apply immediately after the First Effective Time and New El Paso assuming the obligations of Old El Paso with respect to such equity awards immediately after the First Effective Time; and
3. Each share of common stock of New El Paso that was owned by Old El Paso was contributed to the capital of New El Paso.

As a result of the First Merger, the common stockholders of Old El Paso became common stockholders of New El Paso; Old El Paso became a direct, wholly owned subsidiary of New El Paso; and New El Paso became the public reporting company. Substantially concurrently with the First Effective Time, Old El Paso changed its name from El Paso Corporation to El Paso Interim Corporation, and New El Paso changed its name from Sirius Holdings Merger Corporation to El Paso Corporation. Following the First Effective Time, the certificate of incorporation, bylaws, policies and procedures, directors, executive officers and committee composition of New El Paso are substantively identical to those of Old El Paso prior to the First Effective Time.

In connection with the First Merger, New El Paso will request that its shares of common stock begin trading on the NYSE under the ticker symbol EP in place of Old El Paso's shares of common stock.

New El Paso is the successor issuer of Old El Paso for purposes of the Securities Act of 1933, as amended, and the filings made by Old El Paso thereunder. Pursuant to Rule 12g-3(a) promulgated under the Securities Exchange Act of 1934, as amended (the Exchange Act), New El Paso is the successor issuer of Old El Paso with respect to Old El Paso common shares, which were registered under the Exchange Act, and New El Paso common shares are deemed to be registered under the Exchange Act.

Pursuant to the terms of the Merger Agreement, immediately following the First Merger, Old El Paso will be converted into a Delaware limited liability company.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 3.1 Amended and Restated Certificate of Incorporation of Sirius Holdings Merger Corporation.
- 3.2 Second Amended and Restated Certificate of Incorporation of El Paso Corporation (f/k/a Sirius Holdings Merger Corporation).
- 3.3 Amended and Restated Bylaws of El Paso Corporation (f/k/a Sirius Holdings Merger Corporation).

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 hereunto duly authorized.

Dated: March 26, 2012

EL PASO CORPORATION

By: /s/Robert W. Baker
Name: Robert W. Baker
Title: Executive Vice President and General Counsel

EXHIBIT INDEX

Exhibit Number	Description
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3.2	Second Amended and Restated Certificate of Incorporation of El Paso Corporation (f/k/a Sirius Holdings Merger Corporation).
3.3	Amended and Restated Bylaws of El Paso Corporation (f/k/a Sirius Holdings Merger Corporation).