

DOMINION RESOURCES INC /VA/

Form 8-K

January 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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) January 27, 2012

**Dominion Resources, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Virginia**  
(State or other jurisdiction

of incorporation)

**001-08489**  
(Commission

File Number)

**54-1229715**  
(IRS Employer

Identification No.)

**120 Tredegar Street**

**Richmond, Virginia**  
(Address of Principal Executive Offices)

**Registrant's Telephone Number, Including Area Code (804) 819-2000**

**23219**  
(Zip Code)

**(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 (*see* General Instruction A.2. below):

- .. 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 8.01 Other Events.**

On January 27, 2012, Dominion Resources, Inc. (NYSE: D) filed a registration statement on Form S-3 (File No. 333-179213), which was automatically effective upon filing with the Securities and Exchange Commission on January 27, 2012 (the Registration Statement ). The Registration Statement permits the Company to sell various debt and equity securities from time in order to meet the Company s capital needs as they arise. This filing replaces expiring authority.

In addition, today the Company also entered into three separate Sales Agency Agreements with each of BNY Mellon Capital Markets, LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Morgan Stanley & Co. LLC (collectively the Sales Agents ) pursuant to which the Sales Agents will act, each in their individual capacity as a sales agent, as the Company s sales agents with respect to offerings from time to time of up to \$500,000,000 aggregate offering amount of the Company s common stock (the Shares ). Sales of the Shares, if any, will be made by means of (i) privately negotiated transactions, or (ii) by any other method or payment permitted by law deemed to be an at the market offering as defined in Rule 415 of the Securities Act, including sales made directly on the New York Stock Exchange or sales made to or through a market maker or through an electronic communications network.

This at the market offering program replaces the program the Company previously had in place which is expiring. The new program includes \$207,060,663 that remained unsold under the previous program.

Any Shares sold will be issued pursuant to the Company s Registration Statement.

A form of the Sales Agency Agreement is filed as Exhibit 1.2 to the Company s Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

Exhibits

5.1 Opinion of McGuireWoods LLP.\*

\* Filed herewith.

**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.

**DOMINION RESOURCES, INC.**

**Registrant**

/s/ James P. Carney  
Name: James P. Carney

Title: Vice President and Assistant Treasurer

Date: January 27, 2012