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ENTERGY CORP /DE/  
Form 8-K  
April 02, 2001

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 earliest event reported) April 2, 2001

Commission File Number	Registrant, State of Incorporation, Address and Telephone Number	I.R.S. Employer Identification No.
1-11299	ENTERGY CORPORATION (a Delaware corporation) 639 Loyola Avenue New Orleans, Louisiana 70113 Telephone (504) 576-4000	13-5550175
1-10764	ENTERGY ARKANSAS, INC. (an Arkansas corporation) 425 West Capitol Avenue, 40th Floor Little Rock, Arkansas 72201 Telephone (501) 377-4000	71-0005900
1-27031	ENTERGY GULF STATES, INC. (a Texas corporation) 350 Pine Street Beaumont, Texas 77701 Telephone (409) 838-6631	74-0662730
1-8474	ENTERGY LOUISIANA, INC. (a Louisiana corporation) 4809 Jefferson Highway Jefferson, Louisiana 70121 Telephone (504) 840-2734	72-0245590
0-320	ENTERGY MISSISSIPPI, INC. (a Mississippi corporation) 308 East Pearl Street Jackson, Mississippi 39201 Telephone (601) 368-5000	64-0205830
0-5807	ENTERGY NEW ORLEANS, INC. (a Louisiana corporation) 1600 Perdido Building New Orleans, Louisiana 70112 Telephone (504) 670-3674	72-0273040
1-9067	SYSTEM ENERGY RESOURCES, INC. (an Arkansas corporation) Echelon One 1340 Echelon Parkway Jackson, Mississippi 39213 Telephone (601) 368-5000	72-0752777

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### Item 5. Other Events

On April 1, 2001, Entergy Corporation ("Entergy"), FPL Group, Inc. ("FPL"), WCB Holding Corp., ("WCB Holding"), Ranger Acquisition Corp. ("Ranger") and Ring Acquisition Corp. ("Ring") entered into a Termination and Release Agreement that terminates the Agreement and Plan of Merger (the "Merger Agreement") entered into by the parties on July 30, 2000. Under the terms of the Termination Agreement, neither Entergy nor FPL is required to pay the \$215 million termination fee to the other party, unless Entergy or FPL enters into any agreement within nine months of the Termination Agreement for any (i) merger, consolidation, business combination, tender offer, or similar transaction which results in a third party owning 35% or more of the common stock of such party or any class of voting stock of a subsidiary of such party that owns or operates a Material Business (as defined below), (ii) acquisition or purchase by a third party of a business ("Material Business") that constitutes 35% or more of net revenues, net income or assets of such party, (iii) acquisition or purchase by a third party of 35% or more of any class of voting securities of such party or one of its subsidiaries that owns, operates or controls a Material Business, or (iv) tender offer or exchange offer by a third party that if consummated would result in any person beneficially owning 35% or more of any class of voting securities of such party or any subsidiary that owns or operates a Material Business, or Entergy or FPL enters into an agreement within six months of the Termination Agreement for the acquisition or purchase of, joint venture or similar transaction involving, all or substantially all of the equity or assets of the party's independent power development businesses, energy trading or marketing businesses, telecommunications businesses or any other line of businesses, by certain specified persons in the case of FPL, or any person in the case of Entergy, and with whom FPL or Entergy had significant discussions between July 30, 2000 and the date of the Termination Agreement, in which case the Termination Fee is immediately payable to the other party on the date the transaction is consummated.

Attached as Exhibits and incorporated by reference in their entirety as Exhibits 2.1, 99.1 and 99.2, respectively, are copies of the Termination Agreement, a joint press release issued by Entergy and FPL announcing the execution of the Termination Agreement and a press release issued by Entergy.

### Item 7. Financial Statements, Pro Forma Financial Statements and Exhibits

#### (c) Exhibits.

Exhibit No.	Description
2.1	Termination and Release Agreement dated as of April 2, 2001, by and between FPL Group, Inc., Entergy Corporation, WCB Holding Corp., Ranger Acquisition Corp. and Ring Acquisition Corp.
99.1	Joint Release, dated April 2, 2001, issued by Entergy and FPL Group.
99.2	Release, dated April 2, 2001, issued by Entergy.

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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 hereunto duly authorized.

Entergy Corporation  
Entergy Arkansas, Inc.  
Entergy Gulf States, Inc.  
Entergy Louisiana, Inc.  
Entergy Mississippi, Inc.  
Entergy New Orleans, Inc.  
System Energy Resources, Inc.

By: /s/ Nathan E. Langston  
Nathan E. Langston  
Vice President and  
Chief Accounting Officer

Dated: April 2, 2001