

CENTERPOINT ENERGY INC  
Form S-8 POS  
April 26, 2012

As filed with the Securities and Exchange Commission on April 26, 2012

Registration No. 333-105773

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

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1**  
**TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**

*Under*

*THE SECURITIES ACT OF 1933*

**CENTERPOINT ENERGY, INC.**

(Exact name of registrant as specified in its charter)

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<b>Texas</b> (State or other jurisdiction of incorporation or organization)	<b>74-0694415</b> (I.R.S. Employer Identification No.)
<b>1111 Louisiana</b>  <b>Houston, Texas</b> (Address of principal executive offices)	<b>77002</b> (Zip Code)

**CENTERPOINT ENERGY, INC. STOCK PLAN FOR OUTSIDE DIRECTORS**

(Full title of the plan)

**Christopher J. Arntzen**

**Vice President, Deputy General Counsel and Assistant Corporate Secretary**

**1111 Louisiana**

**Houston, Texas 77002**

(Name and address of agent for service)

**Telephone number, including area code, of agent for service: (713) 207-1111**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input type="checkbox"/>

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 is being filed by CenterPoint Energy, Inc. ( CenterPoint Energy ) to include the consent of CenterPoint Energy's independent registered public accounting firm to the incorporation by reference of its reports on the consolidated financial statements and financial statement schedules appearing in CenterPoint Energy's Annual Report on Form 10-K for the year ended December 31, 2011. The consent was inadvertently omitted from such Form 10-K.

In addition, CenterPoint Energy is including in this Post Effective Amendment No. 1 to the Registration Statement updated information with respect to Item 6, Indemnification of Directors and Officers, and is filing exhibits reflecting the current versions of CenterPoint Energy's organizational documents and the CenterPoint Energy, Inc. Stock Plan for Outside Directors. This additional information is being provided to reflect changes in applicable Texas law, CenterPoint Energy's organizational documents and the CenterPoint Energy, Inc. Stock Plan for Outside Directors, respectively, since the filing of the original Registration Statement on Form S-8 (File No. 333-105773) on June 2, 2003.

Other than the addition of the consent as an exhibit to this Post-Effective Amendment No. 1, and the additional information described in the preceding paragraph, there is no change to any information contained in the original Registration Statement on Form S-8 (File No. 333-105773) filed with the Securities and Exchange Commission on June 2, 2003.

**PART II**

**Item 6. Indemnification of Directors and Officers.**

Title 1, Chapter 8 of the Texas Business Organizations Code ( TBOC ) and Article V of CenterPoint Energy s Amended and Restated Bylaws provide CenterPoint Energy with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, CenterPoint Energy has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of CenterPoint Energy s Restated Articles of Incorporation provides that no director of CenterPoint Energy is liable to CenterPoint Energy or its shareholders for monetary damages for any act or omission in the director s capacity as director, except as required by law as in effect from time to time. Currently, Section 7.001 of the TBOC requires that liability be imposed for the following actions: (i) any breach of such director s duty of loyalty to CenterPoint Energy or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to CenterPoint Energy or that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, regardless of whether or not the benefit resulted from an action taken within the scope of the director s duties or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of CenterPoint Energy existing at the time of the repeal or modification.

**Item 8. Exhibits**

Reference is made to the attached Exhibit Index, which is incorporated by reference herein.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on April 26, 2012.

CENTERPOINT ENERGY, INC.

By: /s/ DAVID M. McCLANAHAN  
David M. McClanahan  
President and Chief Executive Officer

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Gary L. Whitlock, David M. McClanahan and Christopher J. Arntzen, and each of them, each of whom may act without the joinder of the other, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 has been signed by the following persons in the capacities indicated on April 26, 2012.

Signature	Title
/s/ DAVID M. McCLANAHAN David M. McClanahan	President, Chief Executive Officer and Director (Principal Executive Officer)
/s/ GARY L. WHITLOCK Gary L. Whitlock	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ WALTER L. FITZGERALD Walter L. Fitzgerald	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ DONALD R. CAMPBELL Donald R. Campbell	Director
/s/ MILTON CARROLL Milton Carroll	Director
/s/ O. HOLCOMBE CROSSWELL O. Holcombe Crosswell	Director

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<u>Signature</u>	Title
/s/ MICHAEL P. JOHNSON Michael P. Johnson	Director
/s/ JANIECE M. LONGORIA Janiece M. Longoria	Director
/s/ SUSAN O. RHENEY Susan O. Rheney	Director
/s/ R.A. WALKER R.A. Walker	Director
/s/ PETER S. WAREING Peter S. Wareing	Director
/s/ SHERMAN M. WOLFF Sherman M. Wolff	Director

INDEX TO EXHIBITS

Exhibit Number	Document Description	Report or Registration Statement	SEC File or	Exhibit Reference
			Registration Number	
4.1* -	Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Form 8-K dated July 24, 2008	1-31447	3.2
4.2* -	Amended and Restated Bylaws of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2010	1-31447	3(b)
4.3* -	Statement of Resolutions Deleting Shares Designated Series A Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2011	1-31447	3(c)
4.4* -	Form of CenterPoint Energy Stock Certificate	CenterPoint Energy's Registration Statement on Form S-4 filed on November 5, 2001	333-69502	4.1
4.5* -	CenterPoint Energy, Inc. Stock Plan for Outside Directors (including the First Amendment thereto)	CenterPoint Energy's Definitive Proxy Statement on Schedule 14A filed on March 11, 2011	1-31447	Appendix A
4.6* -	Second Amendment to CenterPoint Energy, Inc. Stock Plan for Outside Directors	CenterPoint Energy's Registration Statement on Form S-8 filed on April 21, 2011	333-173660	
5.1* -	Opinion of Baker Botts L.L.P.	CenterPoint Energy's Form 8-K dated June 2, 2003	333-105773	5.1
23.1 -	Consent of Deloitte & Touche LLP			
24.1* -	Powers of Attorney (included in the signature page of this Post-Effective Amendment No. 1 to the Registration Statement)			

\* Incorporated herein by reference as indicated.