

SJW CORP  
Form 8-K  
April 26, 2013

**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): April 25, 2013**

**SJW Corp.**

(Exact name of registrant specified in its charter)

**California**  
(State or other jurisdiction of incorporation)

**1-8966**  
(Commission File Number)

**77-0066628**  
(I.R.S. Employer Identification No.)

**110 W. Taylor St., San Jose, California**

**95110**

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(Address of principal executive offices)

(Zip Code)

Registrant's telephone, including area code: (408) 279-7900

**Not Applicable**

(Former name and 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 April 25, 2013, SJW Corp. (the Company ) issued a press release announcing that its underwriters have exercised an overallotment option to purchase an additional 100,000 shares (the Shares ) of its common stock. The Company granted the option to the underwriters in connection with its previously announced public offering of 1,321,000 shares of its common stock, which priced on March 28, 2013 at a public offering price of \$26.50 per share and closed on April 3, 2013. This brings the expected total gross proceeds from the offering to approximately \$37.7 million.

A copy of the opinion of Morgan, Lewis & Bockius LLP relating to the legality of the issuance and sale of the Shares is attached as Exhibit 5.1 hereto.

The press release is being furnished with this Current Report on Form 8-K Exhibit 99.1 and is hereby incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

| Exhibit No. | Exhibit  |
|-------------|--|
| 5.1         | Opinion of Morgan, Lewis & Bockius LLP                           |
| 23.1        | Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1) |
| 99.1        | Press release, dated as of April 25, 2013                        |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**SJW Corp.**

Date: April 26, 2013

By: /s/ James P. Lynch

Name: James P. Lynch

Title: Chief Financial Officer and Treasurer