

ENBRIDGE INC
Form 6-K
September 26, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 6-K

Report of Foreign Issuer
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934
Dated September 26, 2013
Commission file number 001-15254

ENBRIDGE INC.

(Exact name of Registrant as specified in its charter)

Canada
(State or other jurisdiction of
incorporation or organization)

None
(I.R.S. Employer
Identification No.)

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3000, 425 1st Street S.W.

Calgary, Alberta, Canada T2P 3L8

(Address of principal executive offices and postal code)

(403) 231-3900

(Registrants telephone number, including area code)

Indicate by check mark whether the Registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F Form 40-F

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Indicate by check mark if the Registrant is submitting the Form 6-K in paper as permitted by regulation S-T Rule 101(b)(7):

Yes No

Indicate by check mark whether the Registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If Yes is marked, indicate below the file number assigned to the Registrant in connection with Rule 12g3-2(b):

N/A

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE REGISTRATION STATEMENTS ON FORM S-8 (FILE NO. 333-145236, 333-127265, 333-13456, 333-97305 AND 333-6436), FORM F-3 (FILE NO. 333-185591 AND 33-77022) AND FORM F-10 (FILE NO. 333-189157) OF ENBRIDGE INC. AND TO BE PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

The following documents are being submitted herewith:

Certificate of Amendment of the Company relating to the issuance of the Preference Shares, Series 5 and Preference Shares, Series 6 dated September 25, 2013;

SIGNATURES

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, thereunto duly authorized.

ENBRIDGE INC.
(Registrant)

Date: September 26, 2013

By: /s/ Tyler W. Robinson
Tyler W. Robinson
Vice President & Corporate Secretary

Industry Industrie
Canada Canada

Certificate of Amendment

Certificat de modification

Canada Business Corporations Act

Loi canadienne sur les sociétés par actions

Enbridge Inc.
Corporate name / Dénomination sociale

227602-0
Corporation number / Numéro de société

I HEREBY CERTIFY that the articles of the above-named corporation are amended under section 178 of the *Canada Business Corporations Act* as set out in the attached articles of amendment.

JE CERTIFIE que les statuts de la société susmentionnée sont modifiés aux termes de l'article 178 de la *Loi canadienne sur les sociétés par actions*, tel qu'il est indiqué dans les clauses modificatrices ci-jointes.

Marcie Girouard
Director / Directeur

2013-09-25
Date of Amendment (YYYY-MM-DD)
Date de modification (AAAA-MM-JJ)

Industry Industrie
Canada Canada

Form 4
Articles of Amendment
Canada Business Corporations Act
(CBCA) (s. 27 or 177)

Formulaire 4
Clauses modificatrices
Loi canadienne sur les sociétés par
actions (LCSA) (art. 27 ou 177)

- 1 Corporate name
Dénomination sociale

Enbridge Inc.

- 2 Corporation number
Numéro de la société

227602-0

- 3 The articles are amended as follows
Les statuts sont modifiés de la façon suivante

The corporation amends the description of classes of shares as follows:
La description des catégories d'actions est modifiée comme suit :
See attached schedule / Voir l'annexe ci-jointe

- 4 Declaration: I certify that I am a director or an officer of the corporation.

Déclaration : J'atteste que je suis un administrateur ou un dirigeant de la société.

Original signed by / Original signé par
Tyler W. Robinson
Tyler W. Robinson
403-231-5935

Misrepresentation constitutes an offence and, on summary conviction, a person is liable to a fine not exceeding \$5000 or to imprisonment for a term not exceeding six months or both (subsection 250 (1) of the CBCA).

Faire une fausse déclaration constitue une infraction et son auteur, sur déclaration de culpabilité par procédure sommaire, est passible d'une amende maximale de 5 000 \$ et d'un emprisonnement maximal de

six mois, ou l'une de ces peines (paragraphe 250(1) de la LCSA).

You are providing information required by the CBCA. Note that both the CBCA and the *Privacy Act* allow this information to be disclosed to the public. It will be stored in personal information bank number IC/PPU-049.

Vous fournissez des renseignements exigés par la LCSA. Il est à noter que la LCSA et la *Loi sur les renseignements personnels* permettent que de tels renseignements soient divulgués au public. Ils seront stockés dans la banque de renseignements personnels numéro IC/PPU-049.

IC 3069 (2008/04)

**SCHEDULE A TO ARTICLES OF AMENDMENT OF
ENBRIDGE INC.**

The twenty-fourth series of Preference Shares of the Corporation shall consist of 8,000,000 shares designated as Cumulative Redeemable Preference Shares, Series 5 (the **Series 5 Preference Shares**). In addition to the rights, privileges, restrictions and conditions attaching to the Preference Shares as a class, the rights, privileges, restrictions and conditions attaching to the Series 5 Preference Shares shall be as follows:

1. Interpretation

- (a) In these Series 5 Preference Share provisions, the following expressions have the meanings indicated:
- (i) **Annual Fixed Dividend Rate** means, for any Subsequent Fixed Rate Period, the annual rate of interest equal to the sum of the United States Government Bond Yield on the applicable Fixed Rate Calculation Date and 2.82%;
 - (ii) **Bloomberg Screen USGG5YR Page** means the display designated as page USGG5YR <INDEX> on the Bloomberg Financial L.P. service or its successor service (or such other page as may replace the USGG5YR <INDEX> page on that service or its successor service) for purposes of displaying United States Government Bond Yields;
 - (iii) **Book-Based System** means the record entry securities transfer and pledge system administered by the System Operator in accordance with the operating rules and procedures of the System Operator in force from time to time and any successor system thereof;
 - (iv) **Book-Entry Holder** means the person that is the beneficial holder of a Book-Entry Share;
 - (v) **Book-Entry Shares** means the Series 5 Preference Shares held through the Book-Based System;
 - (vi) **business day** means a day on which chartered banks are generally open for business in each of Calgary, Alberta, Toronto, Ontario and the United States of America;
 - (vii) **CDS** means CDS Clearing and Depository Services Inc. or any successor thereof;
 - (viii) **Common Shares** means the common shares of the Corporation;
 - (ix)

Definitive Share means a fully registered, typewritten, printed, lithographed, engraved or otherwise produced share certificate representing one or more Series 5 Preference Shares;

- (x) **Dividend Payment Date** means the first day of March, June, September and December in each year;
- (xi) **Fixed Rate Calculation Date** means, for any Subsequent Fixed Rate Period, theth30 day prior to the first day of such Subsequent Fixed Rate Period;
- (xii) **Floating Quarterly Dividend Rate** means, for any Quarterly Floating Rate Period, the annual rate of interest equal to the sum of the T-Bill Rate on the applicable Floating Rate Calculation Date and 2.82%;
- (xiii) **Floating Rate Calculation Date** means, for any Quarterly Floating Rate Period, theth30 day prior to the first day of such Quarterly Floating Rate Period;
- (xiv) **Global Certificate** means the global certificate representing outstanding Book-Entry Shares;
- (xv) **Initial Fixed Rate Period** means the period from and including the date of issue of the Series 5 Preference Shares to but excluding March 1, 2019;
- (xvi) **junior shares** means the Common Shares and any other shares of the Corporation that may rank junior to the Preference Shares in any respect;
- (xvii) **Liquidation Distribution** means the liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, or any other distribution of assets of the Corporation among its shareholders for the purpose of winding up its affairs;
- (xviii) **Participants** means the participants in the Book-Based System;
- (xix) **Preference Shares** means the preference shares of the Corporation;
- (xx) **Pro Rated Dividend** means the amount determined by multiplying the amount of the dividend payable for a Quarter in which a Liquidation Distribution, conversion or redemption is to occur by four and multiplying that product by a fraction, the numerator of which is the number of days from and including the Dividend Payment Date immediately preceding the date fixed for Liquidation Distribution, conversion or redemption to but excluding such date and the denominator of which is 365 or 366, depending upon the actual number of days in the applicable year;
- (xxi) **Quarter** means a three-month period ending on a Dividend Payment Date;

- (xxii) **Quarterly Commencement Date** means the first day of March, June, September and December in each year, commencing March 1, 2019;

- (xxiii) **Quarterly Floating Rate Period** means the period from and including a Quarterly Commencement Date to but excluding the next succeeding Quarterly Commencement Date;