

NEW JERSEY RESOURCES CORP  
Form 8-K  
October 01, 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): October 1, 2013 (September 26, 2013)**

**NEW JERSEY RESOURCES CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**New Jersey**  
**(State or other jurisdiction**  
**of incorporation)**

**001-8359**  
**(Commission**  
**File Number)**

**22-2376465**  
**(IRS Employer**  
**Identification No.)**

**1415 Wyckoff Road**

**07719**

**Wall, New Jersey**  
**(Address of principal executive offices)** **(Zip Code)**  
**(732) 938-1480**

**(Registrant's telephone number, including area code)**

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 1.01. Entry into a Material Definitive Agreement.**

On September 26, 2013, New Jersey Resources Corporation (the Company) entered into a new \$100 million private placement shelf note agreement (the Facility) with Metropolitan Life Insurance Company (MetLife). The Facility is uncommitted and will, subject to the terms and conditions set forth, therein, allow the Company to issue senior notes to MetLife or certain of MetLife's affiliates from time to time during the three year issuance period ending September 26, 2016 on terms and conditions, including interest rates and maturity dates, to be agreed upon at the time of each note issuance. Notes issued under the Facility will be guaranteed by certain unregulated subsidiaries of the Company. These notes will be unsecured, subject to the right of the noteholders to receive certain equal and ratable collateral under the limited circumstances specified in the Facility. The proceeds of any issuance under the Facility will be used for general corporate purposes, including working capital and capital expenditures.

The Facility contains customary representations and warranties of the Company and MetLife for transactions of this type. The Facility also contains customary events of default and certain covenants which will limit the Company's ability beyond agreed upon thresholds, to, among other things: (i) incur additional debt (including a covenant which limits the amount of consolidated total debt of the Company at the end of a fiscal quarter to 65% of the consolidated total capitalization of the Company, as those terms are defined in the Facility, and a covenant limiting priority debt to 20% of the Company's consolidated total capitalization, as those terms are defined in the Facility); (ii) incur liens; (iii) make dispositions of assets; (iv) enter into transactions with affiliates; and (v) merge, consolidate, transfer, sell or lease all or substantially all of the Company's assets. These covenants are subject to a number of important exceptions and qualifications set forth in the Facility.

The description of the Facility in this Form 8-K is a summary and is qualified in its entirety by the terms of the Facility. A copy of the Facility, dated as of September 26, 2013, between the Company and MetLife, is attached hereto as Exhibit 4.1 and incorporated herein by reference.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information required by this item is included in Item 1.01 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Financial Statements of Businesses Acquired. Not applicable.
- (b) Pro Forma Financial Information. Not applicable.
- (c) Shell Company Transactions. Not applicable.
- (d) Exhibits

Exhibit Number	Description
4.1	Shelf Note Purchase Agreement Dated as of September 26, 2013 between New Jersey Resources Corporation and Metropolitan Life Insurance Company.

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.

NEW JERSEY RESOURCES CORPORATION

Date: September 26, 2013

By: /s/ Glenn C. Lockwood  
Glenn C. Lockwood

Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

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