

ENTERGY MISSISSIPPI INC  
Form 8-K  
December 11, 2012

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) December 11, 2012

Entergy Mississippi, Inc.  
(Exact name of registrant as specified in its charter)

Mississippi  
(State or other jurisdiction  
of incorporation)

1-31508  
(Commission  
File Number)

64-0205830  
(IRS Employer  
Identification No.)

308 East Pearl Street, Jackson, Mississippi  
(Address of principal executive offices)

39201  
(Zip Code)

Registrant's telephone number, including area code (601) 368-5000

(Former name or 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 December 5, 2012, Entergy Mississippi, Inc. (the “Company”) entered into an Underwriting Agreement for the sale of \$250,000,000 aggregate principal amount of its First Mortgage Bonds, 3.10% Series due July 1, 2023 (the “Bonds”). The sale of the Bonds closed on December 11, 2012. The Bonds were registered under the Securities Act of 1933, as amended, by means of the Company’s Post-Effective Amendment No. 2 to the automatic shelf Registration Statement on Form S-3 (File No. 333-169315-07), which became effective upon filing on March 4, 2011.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description of Exhibit                                                                       |
|-------------|----------------------------------------------------------------------------------------------|
| 4.38        | Supplemental Indenture establishing the terms of the Bonds.                                  |
| 5.09        | Opinion of Morgan, Lewis & Bockius LLP with respect to the Bonds.                            |
| 5.10        | Opinion of Wise Carter Child & Caraway, Professional Association, with respect to the Bonds. |

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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 hereunto duly authorized.

Entergy Mississippi, Inc.  
(Registrant)

Date December 11,  
2012

/s/ Steven C. McNeal  
(Signature)  
Steven C. McNeal  
Vice President and Treasurer

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