

NORTHEAST UTILITIES  
Form 8-K  
March 23, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**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): **March 20, 2009**

**NORTHEAST UTILITIES**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of organization)

**001-5324**  
(Commission File Number)

**04-2147929**  
(I.R.S. Employer  
Identification No.)

**One Federal Street, Building 111-4**

**Springfield, Massachusetts**

(Address of principal executive offices)

**01105**

(Zip Code)

Registrant's telephone number, including area code: **(860) 665-5000**

**Not Applicable**

(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))



**Section 8**

**Other Events**

**Item 8.01.**

**Other Events.**

On March 20, 2009, Northeast Utilities ( NU ) issued 18,975,000 common shares in a public offering pursuant to an Underwriting Agreement dated March 16, 2009 between NU and J.P. Morgan Securities Inc. and Barclays Capital Inc., as representatives of the underwriters named therein. A copy of the Underwriting Agreement is attached as Exhibit 1, and the legal opinion related to the Company's Registration Statement on Form S-3 (File No. 333-141425) and the public offering is attached as Exhibit 5. Each of Exhibits 1 and 5 is incorporated herein by reference thereto.

**Section 9**

**Financial Statements and Exhibits**

**Item 9.01.**

**Financial Statements and Exhibits.**

(d)

**Exhibits.**

| <b>Exhibit Number</b> | <b>Description</b>   |
|-----------------------|--|
| 1                     | Underwriting Agreement dated March 20, 2009 between NU and the Underwriters named therein. |
| 5                     | Opinion of Jeffrey C. Miller relating to the issuance of the common shares.                |

**SIGNATURE**

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

**NORTHEAST UTILITIES**

(Registrant)

March 20, 2009

By:

/s/ Randy A. Shoop

Randy A. Shoop

Vice President and Treasurer