



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 earliest event reported: **July 6, 2017**

Commission File Number	Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number	IRS Employer Identification Number
1-8841	NEXTERA ENERGY, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000	59-2449419

State or other jurisdiction of incorporation or organization: Florida

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:

- ☐ 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

SECTION 1 - REGISTRANT'S BUSINESS AND OPERATIONS

Item 1.02 Termination of a Material Definitive Agreement

On July 6, 2017, Energy Future Holdings Corp. (EFH) and Energy Future Intermediate Holding Company LLC (EFIH) provided a written notice (notice) to NextEra Energy, Inc. (NEE) terminating the agreement and plan of merger, dated as of July 29, 2016, as amended (merger agreement), by and among, NEE, EFH Merger Co., LLC (Merger Sub), EFH and EFIH, under which Merger Sub would have acquired 100% of the equity of reorganized EFH and certain of its subsidiaries, including its indirect ownership of approximately 80% of the outstanding equity interests of Oncor Electric Delivery Company LLC (Oncor). The notice stated that the termination of the merger agreement shall cause, among other things, the automatic termination of the Amended and Restated Plan Support Agreement, dated as of September 19, 2016, and the Oncor Letter Agreement, each of which was entered into in connection with the merger agreement. The notice is filed as Exhibit 99(a) hereto and is incorporated into this report by reference.

On July 7, 2017, NEE and Merger Sub provided a written reply to the notice to EFH and EFIH, which is filed as Exhibit 99(b) hereto and is incorporated into this report by reference.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Number	Description
99(a)	Notice of Termination of the Agreement and Plan of Merger dated July 6, 2017
99(b)	Reply to Notice of Termination of the Agreement and Plan of Merger dated July 7, 2017

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.

Date: July 10, 2017

NEXTERA ENERGY, INC.
(Registrant)

CHARLES E. SIEVING

Charles E. Sieving
Executive Vice President & General Counsel

Energy Future Holdings Corp.
Energy Future Intermediate Holding Company LLC
Energy Plaza
1601 Bryan Street
Dallas, Texas 75201

July 6, 2017

VIA EMAIL AND BY FED-EX

To: NextEra Energy, Inc.
700 Universe Blvd.
Juno Beach, FL 33408
Attn: Mark Hickson; Charles Sieving
Email: mark.hickson@nexteraenergy.com; charles.sieving@nexteraenergy.com

cc: Chadbourne & Parke LLP
1301 Avenue of the Americas
New York, NY 10019
Attn: Howard Seife, David Le May, William Greason
Email: hseife@chadbourne.com; dlemay@chadbourne.com; wgreason@chadbourne.com

Re: Termination of the Agreement and Plan of Merger

Gentlemen:

Reference is made to that certain Agreement and Plan of Merger, dated as of July 29, 2016 (as amended on September 18, 2016, the "Merger Agreement"), by and among Energy Future Holdings Corp. (the "Company"), Energy Future Intermediate Holding Company LLC ("EFIH"), NextEra Energy, Inc. ("NextEra"), and EFH Merger Co., LLC ("Merger Sub"). Capitalized terms used but not defined herein shall have the meaning ascribed to such terms in the Merger Agreement.

Pursuant to Section 8.2(a) and Section 8.3 of the Merger Agreement, the Company and EFIH (acting together) hereby terminate the Merger Agreement. The Company and EFIH do not believe that Section 8.2(a) and Section 8.3 are the exclusive bases for termination by the Company and EFIH of the Merger Agreement and hereby expressly preserve each of their rights with respect to any other bases for termination of the Merger Agreement by the Company and EFIH (acting together).

This termination of the Merger Agreement shall cause (a) the automatic termination of the Amended PSA pursuant to Section 8.02(c) thereof (without the necessity of any further action other than providing notice pursuant to Section 10.11 of the Amended PSA); (b) the automatic termination (without the necessity of any further action) of the Oncor Letter Agreement pursuant to Section 17(f)(ii)(A) thereof; (c) the Transition Services Agreement to be void and of no force and effect in accordance with Section 2.1 thereof; (d) the termination of the Tax Matters Agreement (solely with respect to NextEra and Merger Sub) in accordance with Section 9.19(c) thereof; and (e) the automatic termination of that certain letter, dated October 31, 2016, from the Company to NextEra re: the Investor Rights Agreement, in accordance with the third paragraph thereof.

[Signature page follows]

Respectfully yours,

ENERGY FUTURE HOLDINGS CORP.

By: ANDREW M. WRIGHT

Name: Andrew M. Wright

Title: EVP & GC

**ENERGY FUTURE INTERMEDIATE HOLDING COMPANY
LLC**

By: ANDREW M. WRIGHT

Name: Andrew M. Wright

Title: EVP & GC

cc: Kirkland & Ellis LLP
600 Travis St., Suite 3300
Houston, TX 77002
Attn: Andrew Calder, John Pitts
Email: andrew.calder@kirkland.com; john.pitts@kirkland.com

cc: Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
Attn: James Sprayregen, Marc Kieselstein, Chad Husnick
Email: jsprayregen@kirkland.com; mkieselstein@kirkland.com; chusnick@kirkland.com

cc: Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Attn: Edward Sassower
Email: edward.sassower@kirkland.com

NextEra Energy, Inc.
EFH Merger Co., LLC
700 Universe Blvd.
Juno Beach, FL 33408

July 7, 2017

VIA EMAIL AND FEDERAL EXPRESS

To: Energy Future Holdings Corp.
Energy Future Intermediate Holding Company LLC
Energy Plaza
1601 Bryan Street
Dallas, TX 75201
Attn: General Counsel
Email: awright@energyfutureholdings.com

Re: Notice of Termination of the Agreement and Plan of Merger

Andrew:

Reference is made to that certain Agreement and Plan of Merger, dated July 29, 2016 (as amended on September 18, 2016, the "Merger Agreement"), by and among Energy Future Holdings Corp. (the "Company"), Energy Future Intermediate Holding Company LLC ("EFIH"), NextEra Energy, Inc. ("Parent"), and EFH Merger Co., LLC ("Merger Sub").¹

We are in receipt of your letter, dated July 6, 2017, titled "Termination of the Agreement and Plan of Merger" in which the Company and EFIH (acting together) purport to terminate the Merger Agreement pursuant to Sections 8.2(a) and Section 8.3 thereof. We are also in receipt of your letter, dated July 7, 2017, titled "Termination of the Plan Support Agreement."

Parent and Merger Sub acknowledge termination of the Merger Agreement by the Company and EFIH (acting together) pursuant to Section 8.2(a) thereof. Parent and Merger Sub likewise acknowledge termination of the Amended PSA, the Oncor Letter Agreement, the Tax Matters Agreement (with respect to Parent and Merger Sub), and that certain letter, dated October 31, 2016, from the Company to Parent regarding the Investor Rights Agreement, and the voiding of the Transition Services Agreement.

¹ Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Merger Agreement.

Energy Future Holdings Corp.
Energy Future Intermediate Holding Company LLC
July 7, 2017
Page 2

Parent and Merger Sub do not agree that the claimed termination of the Merger Agreement pursuant to Section 8.3 thereof represents a valid or effective termination of the Merger Agreement. Parent and Merger Sub likewise dispute any assertion that “any other bases for termination of the Merger Agreement” by the Company or EFIH exist. With the exception of the termination of the Merger Agreement by the Company and EFIH (acting together) pursuant to Section 8.2(a) of the Merger Agreement, which Parent and Merger Sub hereby acknowledge, Parent and Merger Sub hereby expressly reserve their rights in all respects.

Very truly yours,

NEXTERA ENERGY, INC.

By: MARK HICKSON
Name: Mark Hickson
Title: Executive Vice President

EFH MERGER CO., LLC

By: MARK HICKSON
Name: Mark Hickson
Title: Authorized Signatory

cc: Kirkland & Ellis LLP
600 Travis St. Suite 3300
Houston, TX 77002
Attn: Andrew Calder, John Pitts
Email: Andrew.calder@kirkland.com; john.pitts@kirkland.com

Energy Future Holdings Corp.
Energy Future Intermediate Holding Company LLC
July 7, 2017
Page 3

Kirkland & Ellis LLP
300 North LaSalle
Chicago, IL 60654
Attn: James Sprayregen, Marc Kieselstein, Chad Husnick
Email: jsprayregen@kirkland.com; mkieselstein@kirkland.com; chusnick@kirkland.com

Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
Attn: Edward Sassower
Email: edward.sassower@kirkland.com

Norton Rose Fulbright US LLP
1301 Avenue of the Americas
New York, NY 10019
Attn: Howard Seife, William Greason, Andrew Rosenblatt
Email: howard.seife@nortonrosefulbright.com; william.greason@nortonrosefulbright.com;
andrew.rosenblatt@nortonrosefulbright.com