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

Form S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas
(State or other jurisdiction of
incorporation or organization)

74-0694415
(I.R.S. Employer
Identification Number)

1111 Louisiana
Houston, Texas
(Address of principal executive offices)

77002
(Zip code)

CENTERPOINT ENERGY, INC. 2022 LONG TERM INCENTIVE PLAN
(Full title of the plan)

Monica Karuturi
Executive Vice President and General Counsel
1111 Louisiana Street
Houston, Texas 77002
(713) 207-1111

(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Timothy S. Taylor
Clinton W. Rancher
Baker Botts L.L.P.
910 Louisiana
Houston, Texas 77002-4995
(713) 229-1234

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

INTRODUCTORY STATEMENT

CenterPoint Energy, Inc. (the “Registrant” or the “Company”) is filing this Registration Statement on Form S-8 relating to its common stock, par value \$0.01 per share (the “Common Stock”), issuable pursuant to the terms of the CenterPoint Energy, Inc. 2022 Long Term Incentive Plan (the “Plan”).

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Note: The document(s) containing the information concerning the Plan required by Item 1 of Form S-8 and the statement of availability of registrant information and any other information required by Item 2 of Form S-8 will be sent or given to participants as specified by Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”). In accordance with Rule 428 and the requirements of Part I of Form S-8, such documents are not being filed with the Securities and Exchange Commission (the “Commission”) either as part of this registration statement or as prospectuses or prospectus supplements pursuant to Rule 424 under the Securities Act. The Registrant shall maintain a file of such documents in accordance with the provisions of Rule 428. Upon request, the Registrant shall furnish to the Commission or its staff a copy or copies of all of the documents included in such file.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. Incorporation of Documents by Reference.

The following documents have been filed with the Commission by the Company (File No. 1-31447) pursuant to the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and are hereby incorporated in this registration statement by reference:

- (1) The Company’s Annual Report on [Form 10-K](#) for the fiscal year ended December 31, 2021, including portions of our definitive proxy statement filed on [Schedule 14A](#) on March 11, 2022 that are specifically incorporated by reference therein;
- (2) The Company’s Current Reports on Form 8-K filed on [January 10, 2022](#), [March 11, 2022](#) and [April 25, 2022](#), and the Company’s amended Current Report on Form 8-K/A filed on [February 18, 2022](#); and
- (3) The description of our Common Stock contained in [Exhibit 4\(x\)](#) to the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2021, including any amendments or reports filed for the purpose of updating such description.

All documents filed with the Commission by the Company pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act (excluding information deemed to be furnished and not filed with the Commission) subsequent to the date hereof and prior to the filing of a post-effective amendment to this registration statement which indicates that all securities offered hereby have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents.

Any statement contained herein or incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as modified or superseded, to constitute a part of this registration statement.

ITEM 4. Description of Securities.

Not applicable.

ITEM 5. Interests of Named Expert and Counsel.

Not applicable.

ITEM 6. Indemnification of Directors and Officers.

Title 1, Chapter 8 of the Texas Business Organizations Code (“TBOC”) and Article V of CenterPoint Energy’s Third Amended and Restated Bylaws provide CenterPoint Energy with broad powers and authority to indemnify its directors and officers and to purchase and maintain insurance for such purposes. Pursuant to such statutory and Bylaw provisions, CenterPoint Energy has purchased insurance against certain costs of indemnification that may be incurred by it and by its officers and directors.

Additionally, Article IX of CenterPoint Energy’s Restated Articles of Incorporation provides that no director of CenterPoint Energy is liable to CenterPoint Energy or its shareholders for monetary damages for any act or omission in the director’s capacity as director, except as required by law as in effect from time to time. Currently, Section 7.001 of the TBOC requires that liability be imposed for the following actions: (i) any breach of such director’s duty of loyalty to CenterPoint Energy or its shareholders, (ii) any act or omission not in good faith that constitutes a breach of duty of such director to CenterPoint Energy or that involves intentional misconduct or a knowing violation of law, (iii) a transaction from which such director received an improper benefit, regardless of whether or not the benefit resulted from an action taken within the scope of the director’s duties or (iv) an act or omission for which the liability of a director is expressly provided for by statute.

Article IX also provides that any subsequent amendments to Texas statutes that further limit the liability of directors will inure to the benefit of the directors, without any further action by shareholders. Any repeal or modification of Article IX shall not adversely affect any right of protection of a director of CenterPoint Energy existing at the time of the repeal or modification.

ITEM 7. Exemption from Registration Claimed.

Not applicable.

ITEM 8. Exhibits.

The following documents are filed as part of this Registration Statement or incorporated by reference herein:

<u>Exhibit Number</u>	<u>Document Description</u>	<u>Report or Registration Statement</u>	<u>SEC File or Registration Number</u>	<u>Exhibit Reference</u>
4.1* -	Restated Articles of Incorporation of CenterPoint Energy	CenterPoint Energy's Form 8-K dated July 24, 2008	1-31447	3.2
4.2* -	Third Amended and Restated Bylaws of CenterPoint Energy	CenterPoint Energy's Form 8-K dated February 21, 2017	1-31447	3.1
4.3* -	Form of CenterPoint Energy Stock Certificate	CenterPoint Energy's Registration Statement on Form S-4 filed on November 5, 2001	333-69502	4.1
4.4* -	CenterPoint Energy, Inc. 2022 Long Term Incentive Plan	CenterPoint Energy's Definitive Proxy Statement on Schedule 14A filed on March 11, 2022	1-31447	Appendix A
4.5* -	Statement of Resolutions Deleting Shares Designated Series A Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 10-K for the year ended December 31, 2011	1-31447	3(c)
4.6* -	Statement of Resolution Establishing Series of Shares Designated Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 8-K dated August 22, 2018	1-31447	3.1
4.7* -	Statement of Resolution Establishing Series of Shares Designated 7.00% Series B Mandatory Convertible Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 8-K dated September 25, 2018	1-31447	3.1
4.8* -	Statement of Resolution Establishing Series of Shares Designated Series C Mandatory Convertible Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 8-K dated May 6, 2020	1-31447	3.1
4.9* -	Form of Certificate representing the Series A Fixed-to-Floating Rate Cumulative Redeemable Perpetual Preferred Stock of CenterPoint Energy	CenterPoint Energy's Form 8-K dated August 22, 2018	1-31447	4.1
5.1 -	Opinion of Baker Botts L.L.P.			
23.1 -	Consent of Deloitte & Touche LLP			
23.2 -	Consent of Baker Botts L.L.P. (included in Exhibit 5.1)			
24.1 -	Powers of Attorney (included on the signature page of this Registration Statement)			
107 -	Filing Fee Table			

* Incorporated herein by reference as indicated.

ITEM 9. Undertakings.

(a) The undersigned registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) of the Securities Act if, in the aggregate, the changes in volume and price represent no more than a 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that the undertakings set forth in paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in this registration statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, the State of Texas, on April 26, 2022.

CENTERPOINT ENERGY, INC.
(Registrant)

By: /s/ David J. Lesar
David J. Lesar
President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Monica Karuturi as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully and for all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or her substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on April 26, 2022.

<u>Signature</u>	<u>Title</u>
<u>/s/ David J. Lesar</u> David J. Lesar	President, Chief Executive Officer and Director (Principal Executive Officer and Director)
<u>/s/ Jason P. Wells</u> Jason P. Wells	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
<u>/s/ Stacey L. Peterson</u> Stacey L. Peterson	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)
<u>/s/ Wendolynn Montoya Cloonan</u> Wendolynn Montoya Cloonan	Director
<u>/s/ Earl M. Cummings</u> Earl M. Cummings	Director
<u>/s/ Christopher H. Franklin</u> Christopher H. Franklin	Director
<u>/s/ Raquelle W. Lewis</u> Raquelle W. Lewis	Director
<u>/s/ Martin H. Nesbitt</u> Martin H. Nesbitt	Director
<u>/s/ Theodore F. Pound</u> Theodore F. Pound	Director
<u>/s/ Phillip R. Smith</u> Phillip R. Smith	Director
<u>/s/ Barry T. Smitherman</u> Barry T. Smitherman	Director

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April 26, 2022

CenterPoint Energy, Inc.
1111 Louisiana
Houston, Texas 77002

Ladies and Gentlemen:

As set forth in the Registration Statement on Form S-8 (the "Registration Statement") to be filed on the date hereof by CenterPoint Energy, Inc., a Texas corporation (the "Company"), with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to 16,138,691 shares (the "Shares") of common stock, par value \$0.01 per share, of the Company (the "Common Stock") issuable pursuant to the CenterPoint Energy, Inc. 2022 Long Term Incentive Plan (the "Plan"), certain legal matters in connection with the Shares subject to original issuance by the Company therewith are being passed upon for you by us. At your request, this opinion letter is being furnished to you for filing as Exhibit 5.1 to the Registration Statement.

In our capacity as your counsel in the connection referred to above, we have examined originals, or copies certified or otherwise identified, of the Company's Restated Articles of Incorporation and Third Amended and Restated Bylaws, each as amended to date, the Plan, corporate records of the Company, including minute books of the Company, as furnished to us by you, certificates of public officials and of representatives of the Company, statutes and other instruments and documents as a basis for the opinions hereinafter expressed. In giving such opinions, we have relied, to the extent we deem appropriate without independent investigation or verification, upon certificates of officers of the Company and of public officials with respect to the accuracy of the factual matters contained in such certificates. In giving the opinions below, we have assumed that the signatures on all documents examined by us are genuine, that all documents submitted to us as originals are accurate and complete, that all documents submitted to us as copies are true, correct and complete copies of the originals thereof and that all information submitted to us is accurate and complete. In addition, we have assumed for purposes of this opinion letter that the consideration received by the Company for the Shares will not be less than the par value of the Shares.

On the basis of the foregoing, and subject to the assumptions, limitations and qualifications set forth herein, we are of the opinion that, in the case of Shares originally issued by the Company pursuant to the provisions of the Plan, following due authorization of a particular award thereunder by the Board of Directors of the Company or a duly constituted and acting committee thereof (the "Board") as provided in and in accordance with the Plan, the Shares issuable

pursuant to such award will have been duly authorized by all necessary corporate action on the part of the Company. Upon issuance and delivery of such Shares from time to time pursuant to the terms of such award for the consideration established pursuant to the terms of the Plan and otherwise in accordance with the terms and conditions of such award, including, if applicable, the lapse of any restrictions relating thereto, the satisfaction of any performance conditions associated therewith and any requisite determinations by or pursuant to the authority of the Board as provided therein, and, in the case of stock options, the exercise thereof and payment for such Shares as provided therein, such Shares will be validly issued, fully paid and non-assessable.

The opinions set forth above in this letter are limited to the original issuance of Shares by the Company and do not cover shares of Common Stock delivered by the Company out of shares reacquired by it.

The opinions set forth above in this letter are limited in all respects to matters of the laws of the State of Texas as in effect on the date hereof. We hereby consent to the filing of this opinion letter with the Commission as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ BAKER BOTTS L.L.P.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 22, 2022 relating to the financial statements of CenterPoint Energy, Inc. and the effectiveness of CenterPoint Energy, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of CenterPoint Energy, Inc. for the year ended December 31, 2021.

/s/ DELOITTE & TOUCHE LLP

Houston, Texas
April 26, 2022

CALCULATION OF FILING FEE TABLE

Form S-8
(Form Type)CenterPoint Energy, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1 – Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit (3)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Rule 457(c) and Rule 457(h)	16,138,691 (2)	\$32.06 (3)	\$517,406,433	\$92.70 per \$1,000,000	\$47,963.58
Total Offering Amounts					\$517,406,433		\$47,963.58
Total Fee Offsets							—
Net Fee Due							\$47,963.58

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement on Form S-8 shall also cover any additional shares of common stock, par value \$0.01 per share, of CenterPoint Energy, Inc. (“Common Stock”) that may become issuable as a result of stock splits, stock dividends, recapitalization or any other similar transactions pursuant to the CenterPoint Energy, Inc. 2022 Long Term Incentive Plan (the “2022 Long Term Incentive Plan”).
- (2) Represents shares of Common Stock authorized for issuance pursuant to the 2022 Long Term Incentive Plan (subject to adjustment by reason of certain events specified in the 2022 Long Term Incentive Plan), consisting of the sum of (a) 15,785,000 shares of Common Stock (the “2022 Plan Shares”) initially authorized for issuance pursuant to the 2022 Long Term Incentive Plan plus (b) 353,691 shares of Common Stock (the “Prior Plan Shares”) initially authorized for issuance pursuant to the CenterPoint Energy, Inc. 2009 Long Term Incentive Plan (the “Prior Plan”) that are available for grants of awards under the Prior Plan (but have not been so granted) as of the effective date of the 2022 Long Term Incentive Plan. To the extent provided in the 2022 Long Term Incentive Plan, Prior Plan Shares that are outstanding as of the effective date of the 2022 Long Term Incentive Plan may become available for issuance pursuant to the 2022 Long Term Incentive Plan if any such awards (i) are forfeited, terminated or expire unexercised, (ii) are settled in cash in lieu of shares of Common Stock or (iii) are otherwise not actually issued due to net settlement of an award or CenterPoint Energy, Inc.’s tax withholding obligations with respect to an award.
- (3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) under the Securities Act, based upon the average of the high and low prices of Common Stock as reported by the New York Stock Exchange on April 22, 2022.