
**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): February 2, 2015

**CENTERPOINT ENERGY TRANSITION BOND
COMPANY II, LLC**
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-121505
(Commission
File Number)

59-3790472
(IRS Employer
Identification No.)

1111 Louisiana, Suite 4655B
Houston, Texas
(Address of principal executive offices)

77002
(Zip Code)

Registrant's telephone number, including area code: (713) 207-5222

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))
-
-

Item 8.01 Other Events.

In connection with the February 2, 2015 payment date for its Senior Secured Transition Bonds, Series A (the "Bonds"), CenterPoint Energy Transition Bond Company II, LLC (the "Company") paid all interest then due on the Bonds and the scheduled principal payment of \$87,394,129 on the Bonds in Tranche A-4.

After giving effect to all payments made in connection with the February 2, 2015 payment date, the Capital Subaccount had a balance of approximately \$9.3 million, which is the targeted level of the Capital Subaccount, and the Excess Funds Subaccount had a balance of approximately \$14.7 million.

After giving effect to the principal payment set forth above, the outstanding principal balance and the interest rate for each outstanding tranche of the Bonds are as follows:

| <u>Tranche</u> | <u>Outstanding Principal Balance</u> | <u>Interest Rate</u> |
|----------------|--|----------------------|
| A-4 | \$ 360,804,209 | 5.170% |
| A-5 | \$ 462,000,000 | 5.302% |

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The Company has included as Exhibit 99.1 to this Current Report on Form 8-K the Semiannual Servicer's Certificate, dated January 29, 2015, transmitted by CenterPoint Energy Houston Electric, LLC, the servicer of the Bonds, to Deutsche Bank Trust Company Americas, the Paying Agent for the Bonds, in connection with the February 2, 2015 payment date for the Bonds. The information on this Exhibit is hereby incorporated by reference into this Current Report on Form 8-K.

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.

CENTERPOINT ENERGY TRANSITION BOND COMPANY II, LLC

Date: February 5, 2015

By: /s/ Kristie Colvin

Kristie Colvin

Senior Vice President, Chief Accounting Officer and Manager

EXHIBIT INDEX

**Exhibit
Number**

Exhibit Description

99.1 Semiannual Servicer's Certificate dated as of January 29, 2015, as to the transition bond balances, the balances of the collection account and its sub-accounts, and setting forth transfers and payments to be made on the February 2, 2015 payment date.

Semiannual Servicer's Certificate
CenterPoint Energy Transition Bond Company II, LLC
\$1,851,000,000 Series A Transition Bonds

Pursuant to Section 6 of Annex 1 to the Transition Property Servicing Agreement (the "Agreement"), dated as of December 16, 2005, between CenterPoint Energy Houston Electric, LLC, as Servicer, and CenterPoint Energy Transition Bond Company II, LLC, as Issuer, the Servicer does hereby certify as follows:

Capitalized terms used in this Semiannual Servicer's Certificate have their respective meanings as set forth in the Agreement. References herein to certain sections and subsections are references to the respective sections and subsections of the Agreement.

Collection Periods: July 31, 2014 through January 29, 2015

Payment Date: February 2, 2015

Today's Date: January 29, 2015

1. Collections Allocable and Aggregate Amounts Available for Current Payment Date:

| | | | |
|-------|--|------------------------------|---------------------------|
| i. | Remittances for the July 31, 2014 Collection Period | 991,351.21 | |
| ii. | Remittances for the August 1 through 31, 2014 Collection Period | 19,115,685.94 | |
| iii. | Remittances for the September 1 through 30, 2014 Collection Period | 22,426,509.34 | |
| iv. | Remittances for the October 1 through 31, 2014 Collection Period | 22,567,217.85 | |
| v. | Remittances for the November 1 through 30, 2014 Collection Period | 15,688,887.65 | |
| vi. | Remittances for the December 1 through 31, 2014 Collection Period | 19,446,246.24 | |
| vii. | Remittances for the January 1 through 29, 2015 Collection Period | 13,682,405.92 | |
| viii. | Net Earnings on Collection Account | | [7/1/14 through 12/31/14] |
| | General Subaccount | 6,810.44 | |
| | Capital Subaccount | 950.15 | |
| | Excess Funds Subaccount | 1,276.66 | |
| ix. | General Subaccount Balance (sum of i through viii above) | <u>113,927,341.40</u> | |
| x. | Excess Funds Subaccount Balance as of Prior Payment Date | 12,545,277.06 | |
| xi. | Capital Subaccount Balance as of Prior Payment Date | 9,255,000.00 | |
| xii. | Collection Account Balance (sum of ix through xi above) | <u><u>135,727,618.46</u></u> | |

2. Outstanding Amounts as of Prior Payment Date:

| | | |
|------|--|------------------------------|
| i. | Tranche A-1 Principal Balance | 0.00 |
| ii. | Tranche A-2 Principal Balance | 0.00 |
| iii. | Tranche A-3 Principal Balance | 0.00 |
| iv. | Tranche A-4 Principal Balance | 448,198,338.00 |
| v. | Tranche A-5 Principal Balance | 462,000,000.00 |
| vi. | Aggregate Principal Balance of all Series A Transition Bonds | <u><u>910,198,338.00</u></u> |

3. Required Funding/Payments as of Current Payment Date:

| <u>Series A Principal</u> | | <u>Projected Principal Balance</u> | <u>Semiannual Principal Due</u> |
|---------------------------|-----------------------------------|--|-------------------------------------|
| i. | Tranche A-1 | 0.00 | 0.00 |
| ii. | Tranche A-2 | 0.00 | 0.00 |
| iii. | Tranche A-3 | 0.00 | 0.00 |
| iv. | Tranche A-4 | 360,804,209.00 | 87,394,129.00 |
| v. | Tranche A-5 | 462,000,000.00 | 0.00 |
| vi. | For all Series A Transition Bonds | <u>822,804,209.00</u> | <u>87,394,129.00</u> |

| | <u>Transition Bond Interest Rate</u> | <u>Days in Interest Period (1)</u> | <u>Interest Due</u> | |
|-------|--|--|---------------------|---------------|
| vii. | Required Tranche A-1 Interest | 4.840% | 180 | 0.00 |
| viii. | Required Tranche A-2 Interest | 4.970% | 180 | 0.00 |
| ix. | Required Tranche A-3 Interest | 5.090% | 180 | 0.00 |
| x. | Required Tranche A-4 Interest | 5.170% | 180 | 11,585,927.04 |
| xi. | Required Tranche A-5 Interest | 5.302% | 180 | 12,247,620.00 |

(1) On 30/360 Day basis.

| | <u>Required Level</u> | <u>Funding Required</u> |
|-------------------------|-----------------------|-------------------------|
| xii. Capital Subaccount | 9,255,000.00 | 0.00 |

4. Allocation of Remittances as of Current Payment Date Pursuant to Section 8.02(d) of Indenture:

| | |
|---|---------------|
| i. Trustee Fees and Expenses | 0.00 |
| ii. Servicing Fee | 462,750.00(1) |
| iii. Administration Fee and Independent Managers Fee | 52,500.00(2) |
| iv. Operating Expenses | 59,358.10(3) |
| v. Semiannual Interest (including any past-due Semiannual Interest for prior periods) | |

| <u>Series A</u> | <u>Aggregate</u> | <u>Per 1,000 of Original Principal Amount</u> |
|---------------------------------|------------------|---|
| 1. Tranche A-1 Interest Payment | 0.00 | 0.00 |
| 2. Tranche A-2 Interest Payment | 0.00 | 0.00 |
| 3. Tranche A-3 Interest Payment | 0.00 | 0.00 |
| 4. Tranche A-4 Interest Payment | 11,585,927.04 | 22.32 |
| 5. Tranche A-5 Interest Payment | 12,247,620.00 | 26.51 |

vi. Principal Due and Payable as a result of (A) Event of Default or (B) on Final Maturity Date

| <u>Series A</u> | <u>Aggregate</u> | <u>Per 1,000 of Original Principal Amount</u> |
|----------------------------------|------------------|---|
| 1. Tranche A-1 Principal Payment | 0.00 | 0.00 |
| 2. Tranche A-2 Principal Payment | 0.00 | 0.00 |
| 3. Tranche A-3 Principal Payment | 0.00 | 0.00 |
| 4. Tranche A-4 Principal Payment | 0.00 | 0.00 |
| 5. Tranche A-5 Principal Payment | 0.00 | 0.00 |

(C) Principal Scheduled to be Paid on Current Payment Date

| <u>Series A</u> | <u>Aggregate</u> | <u>Per 1,000 of Original Principal Amount</u> |
|----------------------------------|------------------|---|
| 1. Tranche A-1 Principal Payment | 0.00 | 0.00 |
| 2. Tranche A-2 Principal Payment | 0.00 | 0.00 |
| 3. Tranche A-3 Principal Payment | 0.00 | 0.00 |
| 4. Tranche A-4 Principal Payment | 87,394,129.00 | 168.39 |
| 5. Tranche A-5 Principal Payment | 0.00 | 0.00 |

| | |
|--|-----------------------|
| vii. Amounts Payable to Credit Enhancement Providers (if applicable) | N/A |
| viii. Operating Expenses not Paid under Clause (iv) above | 0.00 |
| ix. Funding of Capital Subaccount | 0.00 |
| x. Net Earnings in Capital Subaccount Released to Issuer | 950.15 |
| xi. Deposit to Excess Funds Subaccount | 2,124,107.11 |
| xii. Released to Issuer upon Series Retirement: Collection Account | 0.00 |
| xiii. Aggregate Remittances as of Current Payment Date | <u>113,927,341.40</u> |

(1) Servicing fee: $\$1,851,000,000 \times 0.05\% \times 180/360 = \$462,750.00$

(2) Administration fee: $\$100,000 \times 180/360 = \$50,000.00$; Independent Managers fee: $\$2,500.00$

(3) Reimbursement to Administrator for fees/expenses paid to outside legal counsel ($\$480.00$), independent public accountant ($\$18,000.00$), rating agencies ($\$17,500.00$) and L/C issuing bank ($\$23,378.10$)

**5. Subaccount Withdrawals as of Current Payment Date
(if applicable, pursuant to Section 8.02(d) of Indenture):**

| | | |
|------|--|-------------|
| i. | Excess Funds Subaccount (available for 4.i. through 4.ix.) | 0.00 |
| ii. | Capital Subaccount (available for 4.i. through 4.viii.) | 0.00 |
| iii. | Total Withdrawals | <u>0.00</u> |

**6. Outstanding Amounts and Collection Account Balance as of Current Payment Date
(after giving effect to payments to be made on such Payment Date):**

| | | |
|-----------------|---|-----------------------|
| <u>Series A</u> | | |
| i. | Tranche A-1 Principal Balance | 0.00 |
| ii. | Tranche A-2 Principal Balance | 0.00 |
| iii. | Tranche A-3 Principal Balance | 0.00 |
| iv. | Tranche A-4 Principal Balance | 360,804,209.00 |
| v. | Tranche A-5 Principal Balance | 462,000,000.00 |
| vi. | Aggregate Principal Balance for all Series A Transition Bonds | <u>822,804,209.00</u> |
| vii. | Excess Funds Subaccount Balance | 14,670,660.83 |
| viii. | Capital Subaccount Balance | 9,255,000.00 |
| ix. | Aggregate Collection Account Balance | <u>23,925,660.83</u> |

**7. Shortfalls In Interest and Principal Payments as of Current Payment Date
(after giving effect to payments to be made on such Payment Date):**

| | | |
|-----------------|--------------------------------------|------|
| i. | Semiannual Interest | |
| <u>Series A</u> | | |
| | 1. Tranche A-1 Bond Interest Payment | 0.00 |
| | 2. Tranche A-2 Bond Interest Payment | 0.00 |
| | 3. Tranche A-3 Bond Interest Payment | 0.00 |
| | 4. Tranche A-4 Bond Interest Payment | 0.00 |
| | 5. Tranche A-5 Bond Interest Payment | 0.00 |
| ii. | Semiannual Principal | |
| <u>Series A</u> | | |
| | 1. Tranche A-1 Principal Payment | 0.00 |
| | 2. Tranche A-2 Principal Payment | 0.00 |
| | 3. Tranche A-3 Principal Payment | 0.00 |
| | 4. Tranche A-4 Principal Payment | 0.00 |
| | 5. Tranche A-5 Principal Payment | 0.00 |

**8. Shortfall in Required Subaccount Level as of Current Payment Date
(after giving effect to payments to be made on such Payment Date):**

| | | |
|----|--------------------|------|
| i. | Capital Subaccount | 0.00 |
|----|--------------------|------|

IN WITNESS HEREOF, the undersigned has duly executed and delivered this Semiannual Servicer's Certificate this 29th day of January, 2015.

CENTERPOINT ENERGY HOUSTON ELECTRIC,
LLC, as Servicer

by: /s/ Linda Geiger
Linda Geiger
Assistant Treasurer