

**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 9, 2019**

CENTERPOINT ENERGY, INC.

(Exact name of registrant as specified in its charter)

Texas <small>(State or other jurisdiction of incorporation)</small>	1-31447 <small>(Commission File Number)</small>	74-0694415 <small>(IRS Employer Identification No.)</small>
1111 Louisiana Houston Texas <small>(Address of principal executive offices)</small>		77002 <small>(Zip Code)</small>

Registrant's telephone number, including area code: **(713) 207-1111**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	CNP	The New York Stock Exchange Chicago Stock Exchange, Inc.
Depository Shares for 1/20 of 7.00% Series B Mandatory Convertible Preferred Stock, \$0.01 par value	CNP/PB	The New York Stock Exchange

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) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

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.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Officer Departure

(b) On December 9, 2019, Tracy B. Bridge, Executive Vice President and President, Electric Division, of CenterPoint Energy, Inc. (the “Company”) notified the Company of his intent to retire on February 14, 2020. Following Mr. Bridge’s retirement, Kenneth M. Mercado, currently the Company’s Senior Vice President and Chief Integration Officer, will assume leadership of the Company’s Texas electric operations.

Savings Restoration Plan Amendment

(e) On December 11, 2019, the Board of Directors (the “Board”) of the Company approved the Second Amendment (the “Second Amendment”) to the CenterPoint Energy Savings Restoration Plan, as amended (the “Savings Restoration Plan”). The Second Amendment amends the Savings Restoration Plan effective as of January 1, 2020.

The Savings Restoration Plan is intended to provide Company contributions that are not available under the CenterPoint Energy Savings Plan (the “Savings Plan”) due to certain limitations under the Internal Revenue Code. To be consistent with recently approved amendments to the Savings Plan, which add a 3% non-matching Company contribution for certain newly hired or rehired employees effective as of January 1, 2020, the Second Amendment incorporates a 3% non-matching contribution in the Savings Restoration Plan, effective as of January 1, 2020, for those employees eligible for such contributions under the Savings Plan.

The foregoing summary of the Second Amendment is qualified in its entirety by the Second Amendment, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>EXHIBIT NUMBER</u>	<u>EXHIBIT DESCRIPTION</u>
10.1	Second Amendment to the CenterPoint Energy Savings Restoration Plan
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document

SIGNATURE

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.

CENTERPOINT ENERGY, INC.

Date: December 12, 2019

By: /s/ Jason M. Ryan

Jason M. Ryan

Senior Vice President and General Counsel

CENTERPOINT ENERGY SAVINGS RESTORATION PLAN
(Effective as of January 1, 2008)

Second Amendment

WHEREAS, CenterPoint Energy, Inc. (the “Company”) maintains the CenterPoint Energy Savings Restoration Plan, effective as of January 1, 2008 (the “Plan”) for the benefit of its eligible employees; and

WHEREAS, the Company desires to amend the Plan in certain respects;

NOW, THEREFORE, the Company, having reserved the right under Section 6.2 thereof to amend the Plan, does hereby amend the Plan, effective as of January 1, 2020, as follows:

1. Section 4.1(a) of the Plan is amended to read as follows:

(a) Benefit Formula. For each Plan Year after the 2019 Plan Year, provided that the Participant is actively employed by an Employer on December 31st of the Plan Year (except as provided below), such Participant’s Plan account shall be credited for such Plan Year with a “Plan Benefit” equal to the amount resulting from the following formula:

$$\text{Plan Benefit} = [((A - B) \times C) + ((A - B) \times D) + ((A - B) \times E)]$$

where:

- “A” is equal to the Participant’s Compensation for the Plan Year determined without regard to the Section 401(a)(17) Limit for the Plan Year;
- “B” is equal to the Section 401(a)(17) Limit for the Plan Year;
- “C” is equal to the effective employer matching contribution percentage applicable to the Participant under the Savings Plan for the Plan Year; and
- “D” is equal to the employer non-matching contribution percentage, if any, applicable to the Participant under the Savings Plan for the Plan Year (excluding any discretionary percentage); and
- “E” is equal to a discretionary percentage, if any, approved by the Committee or the Chief Executive Officer of the Company for the Savings Plan and/or for the Plan for the Plan Year.

The non-discretionary employer matching and non-matching portions of the

Plan Benefit for a Plan Year shall be credited to the Participant's account as soon as practicable after the end of the Plan Year, but in no event later than 60 days after the end of such Plan Year. The discretionary portion of the Plan Benefit for a Plan Year shall be credited to the Participant's account as soon as practicable after the discretionary percentage (if any) has been approved for the Plan Year, but in no event later than 60 days after such approval date. A person who has a Separation from Service prior to December 31st of a Plan Year shall not receive a Plan Benefit for such Plan Year unless such person during such Plan Year commenced during and is on as of December 31st of such Plan Year, (i) an Employer authorized leave of absence or (ii) a disability leave of absence (whether short-term or long-term disability) under a disability plan or program of the Company or an Employer (and only for the Plan Year during which such eligible leave under clause (i) or (ii) commences).

IN WITNESS WHEREOF, CenterPoint Energy, Inc. has executed these presents as evidenced by the signature of its officer affixed hereto, which may be sufficiently evidenced by any executed copy hereof, this 11th day of December, 2019, but effective as set forth above.

CENTERPOINT ENERGY, INC.

By: /s/ Scott M. Prochazka
Scott M. Prochazka
President and Chief Executive Officer

ATTEST:

By: /s/ Vincent A. Mercaldi
Vincent A. Mercaldi
Corporate Secretary

