

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-28** | Period of Report: **2013-01-24**
SEC Accession No. [0001089819-13-000007](#)

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FILER

CLECO POWER LLC

CIK: **18672** | IRS No.: **720244480** | State of Incorporation: **LA** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-05663** | Film No.: **13552068**
SIC: **4911** Electric services

Mailing Address
2030 DONAHUE FERRY
ROAD
PINEVILLE LA 71360-5226

Business Address
2030 DONAHUE FERRY
ROAD
PINEVILLE LA 71360-5226
3184847400

CLECO CORP

CIK: **1089819** | IRS No.: **721445282** | State of Incorporation: **LA** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-15759** | Film No.: **13552067**
SIC: **4911** Electric services

Mailing Address
PO BOX 5000
PINEVILLE LA 71361-5000

Business Address
2030 DONAHUE FERRY
ROAD
PINEVILLE LA 71360-5226
3184847400

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): **January 24, 2013**

CLECO CORPORATION

(Exact name of registrant as specified in its charter)

Louisiana (State or other jurisdiction of incorporation)	1-15759 (Commission File Number)	72-1445282 (IRS Employer Identification No.)
-----------------------------------------------------------------------	--------------------------------------------	-----------------------------------------------------------

2030 Donahue Ferry Road Pineville, Louisiana (Address of principal executive offices)	71360-5226 (Zip Code)
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Registrant's telephone number, including area code: **(318) 484-7400**

CLECO POWER LLC

(Exact name of registrant as specified in its charter)

Louisiana (State or other jurisdiction of incorporation)	1-05663 (Commission File Number)	72-0244480 (IRS Employer Identification No.)
-----------------------------------------------------------------------	--------------------------------------------	-----------------------------------------------------------

2030 Donahue Ferry Road Pineville, Louisiana (Address of principal executive offices)	71360-5226 (Zip Code)
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Registrant's telephone number, including area code: **(318) 484-7400**

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

In connection with the retirement of Mr. Robert T. Ratcliff, Sr. as a Class II director, the Board of Directors of Cleco Corporation (the "Company") on January 24, 2013 amended the Company's Bylaws effective January 24, 2013 to decrease the number of directors serving on the board to eight. Prior to the amendment, the Company's Bylaws provided for nine directors to serve on its board. The text of the amendment to the Company's Bylaws is filed as Exhibit 3.1 to this Current Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The following exhibits are filed herewith:

3.1 Text of the Amendment to the Bylaws of Cleco Corporation.

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 hereunto duly authorized.

CLECO CORPORATION

Date: January 28, 2013

By: /s/ Terry L. Taylor
Terry L. Taylor
Controller and Chief Accounting Officer

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.

CLECO POWER LLC

Date: January 28, 2013

By: /s/ Terry L. Taylor
Terry L. Taylor
Controller and Chief Accounting Officer

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	Text of the Amendment to the Bylaws of Cleco Corporation.

CLECO CORPORATION RESOLUTIONS

Amendment to Bylaws

RESOLVED, That Section 1(a) of Article III of Cleco Corporation's Bylaws hereby is amended, effective on January 24, 2013, to read in its entirety as follows:

Section 1. Certain General Provisions

(a) Number. The corporate powers of the Corporation shall be vested in and exercised, and the business and affairs of the Corporation shall be managed, by a board of directors which shall consist of eight (8) directors.