

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2005-05-02** | Period of Report: **2005-04-25**
SEC Accession No. **0001104659-05-019422**

([HTML Version](#) on [secdatabase.com](#))

FILER

DPL INC

CIK: **787250** | IRS No.: **311163136** | State of Incorpor.: **OH** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-09052** | Film No.: **05787697**
SIC: **4931** Electric & other services combined

Mailing Address
1065 WOODMAN DRIVE
DAYTON OH 45432

Business Address
1065 WOODMAN DRIVE
DAYTON OH 45432
937 259 7142

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
WASHINGTON, DC 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): **April 25, 2005**

DPL Inc.

(Exact Name of Registrant as Specified in Its Charter)

Ohio

(State or Other Jurisdiction of Incorporation)

1-9052

(Commission File Number)

31-1163136

(IRS Employer Identification No.)

1065 Woodman Drive, Dayton, Ohio

(Address of Principal Executive Offices)

45432

(Zip Code)

Registrant's telephone number, including area code: **(937) 224-6000**

(Former Name or Former Address, if Changed Since Last Report)

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))

Item 7.01 Regulation FD Disclosure

On April 25, 2005, DPL Inc. (the "Company") announced that it will release its first quarter 2005 earnings on Tuesday, May 3, 2005 after the market closes. On Wednesday, May 4, 2005 at 9:00 A.M. Eastern Time, the Company will conduct a webcast conference call with financial analysts. Interested parties can access the call real time on the DPL Inc. website at www.dplinc.com. Interested parties are encouraged to visit the site fifteen minutes prior to the start of the webcast in order to properly register. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference.

On April 28, 2005, the Company announced at its Annual Meeting its plan to use the proceeds of the sale of the private equity portfolio to reduce debt, repurchase Company stock and invest in the core utility business. The Company will target approximately \$400 to \$500 million of the net proceeds to reduce its indebtedness with the remainder of the net proceeds to be used to repurchase Company stock and invest in the core utility business. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated by reference.

Item 8.01. Other Events

On April 28, 2005, the Company announced the results of shareholder voting at its Annual Meeting. Shareholders elected James F. Dicke, II, James V. Mahoney and Barbara S. Graham to a new three year term of the Board of Directors of DPL Inc. Shareholders also ratified the selection of KPMG LLP as the Company's independent auditor through 2005. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated by reference.

On April 28, 2005, the Company issued a press release announcing that the Company's common shareholders of record as of May 16, 2005 will receive a \$0.24 per share dividend payable June 1, 2005. This payment continues the annualized rate of \$0.96 per common share. A copy of the press release is attached hereto as Exhibit 99.4 and is incorporated by reference.

Under the Equity Compensation Plan Information section of the DPL Inc. 2005 Proxy Statement and within the table, the number of securities to be issued upon exercise of outstanding options, warrants and rights for both the Directors' Deferred Stock Compensation Plan and the Management Stock Incentive Plan was listed incorrectly. The corrected numbers are as follows: Directors' Deferred Stock Compensation Plan is 435,932 and the Management Stock Incentive Plan is 1,193,546. This modification changes the total from 8,593,415 to 8,839,646.

Item 9.01 (c). Exhibits.

- 99.1 Press Release of DPL Inc., dated April 25, 2005
- 99.2 Press Release of DPL Inc., dated April 28, 2005
- 99.3 Press Release of DPL Inc., dated April 28, 2005
- 99.4 Press Release of DPL Inc., dated April 28, 2005

2

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.

DPL Inc.

Date: April 28, 2005

/s/ Miggie E. Cramblit

Name: Miggie E. Cramblit

Title: Vice President, General Counsel and
Corporate Secretary

3

EXHIBIT INDEX

Exhibit No.	Description	Paper (P) or Electronic (E)
99.1	Press Release of DPL Inc., dated April 25, 2005	E
99.2	Press Release of DPL Inc., dated April 28, 2005	E
99.3	Press Release of DPL Inc., dated April 28, 2005	E
99.4	Press Release of DPL Inc. dated April 28, 2005	E

FOR IMMEDIATE RELEASE

CONTACT: (937) 224-5940

DPL ANNOUNCES TIMING OF FIRST QUARTER EARNINGS RELEASE, WEBCAST CONFERENCE CALL

DAYTON, Ohio, April 25, 2005 - DPL Inc. (NYSE: DPL) will announce its first quarter 2005 earnings on Tuesday, May 3, 2005, after the market closes.

In conjunction with the earnings release, DPL will conduct a webcast conference call with financial analysts on Wednesday, May 4, 2005 at 9:00 a.m. Eastern Time. DPL executive management will present an overview of financial results followed by a question and answer session.

Interested parties, including investors and the media, can access the call real-time on the DPL website at www.dplinc.com. Please go to the site at least fifteen minutes prior to the start of the event to register, download and install any necessary software. A replay of the call will be archived on the site in the investor relations section.

About DPL

DPL Inc. (NYSE: DPL) is a regional electric energy and utility company. DPL's principal subsidiaries include The Dayton Power and Light Company (DP&L); DPL Energy, LLC (DPLE); and DPL Energy Resources, Inc. (DPLER). DP&L, a regulated electric utility, provides service to over 500,000 retail customers in West Central Ohio; DPLE engages in the operation of merchant peaking generation facilities; and DPLER is a competitive retail electric supplier in Ohio, selling to major governmental, industrial, and commercial customers. DPL, through its subsidiaries, owns and operates approximately 4,400 megawatts of generation capacity, of which 2,800 megawatts are low cost coal-fired units and 1,600 megawatts are natural gas fired peaking units. Further information can be found at www.dplinc.com.

Certain statements contained in this release are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Matters presented which relate to events or developments that are expected to occur in the future, including management's expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters constitute forward-looking statements. Forward-looking statements are based on management's beliefs, assumptions and expectation of the Company's future economic performance, taking into account the information currently available to management. These statements are not statements of historical fact. Such forward-looking statements are subject to risks and uncertainties and investors are cautioned that outcomes and results may vary materially from those projected due to many factors beyond DPL's control.

Forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

FOR IMMEDIATE RELEASE

CONTACT: 937-259-7347

**DPL PROVIDES UPDATE ON SALE OF EQUITY ASSETS
AND USE OF PROCEEDS****Proceeds to be used to Redeem Debt,
Invest in Core Business, Repurchase Stock**

DAYTON, OHIO, April 28, 2005 - DPL Inc. (NYSE: DPL) announced today at its annual meeting that the sale of the private equity portfolio is proceeding as planned and it would use the proceeds to redeem debt, invest in the core business and repurchase stock.

“We are very pleased with the progress made thus far and feel comfortable that the sale will close as anticipated,” said Mr. Robert Biggs, Executive Chairman of DPL Inc.

As of March 31, 2005, DPL had closed on 40 of the 46 funds with net proceeds of approximately \$700 million. The remaining funds will close shortly.

With regard to use of the proceeds from the sale of the private equity investments, DPL’s current plan is to target approximately \$400 to \$500 million for debt reduction. Coupled with the \$335 million of debt reduced in 2004, DPL will have reduced debt by approximately \$800 million over a roughly two year period. DPL is in the final stages of identifying the amount, timing, and the series of debt securities that will be redeemed.

Additionally, the company is looking at opportunities to invest in the core utility business that will assure regulatory recovery and produce an acceptable rate of return. The company also intends to repurchase DPL common shares. The exact timing and amounts will be impacted by future business conditions and cash flow forecasts.

“We believe that the deployment of proceeds in this manner will return value to shareholders, improve our capital structure, and strengthen our financial position,” said Mr. Biggs.

About DPL

DPL Inc. (NYSE: DPL) is a regional electric energy and utility company. DPL’s principal subsidiaries include The Dayton Power and Light Company (DP&L); DPL Energy, LLC (DPLE); and DPL Energy Resources, Inc. (DPLER). DP&L, a regulated electric utility, provides service to over 500,000 retail customers in West Central Ohio; DPLE engages in the operation of merchant peaking generation facilities; and DPLER is a competitive retail electric supplier in Ohio, selling to major governmental, industrial, and commercial customers. DPL, through its subsidiaries, owns and operates approximately 4,400 megawatts of generation capacity, of which 2,800 megawatts are low cost coal-fired units and 1,600 megawatts are natural gas fired peaking units. Further information can be found at www.dplinc.com.

Certain statements contained in this release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Matters presented which relate to events or developments that are expected to occur in the future, including management’s expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters constitute forward-looking statements. Forward-looking statements are based on management’s beliefs, assumptions and expectation of the Company’s future economic performance, taking into account the information currently available to management. These statements are not statements of historical fact. Such forward-looking statements are subject to risks and uncertainties and investors are cautioned that outcomes and results may vary materially from those projected due to

many factors beyond DPL' s control. Forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

FOR IMMEDIATE RELEASE

CONTACT: (937) 224-5940

DPL HOLDS 2005 ANNUAL MEETING**Three Directors Elected to Board**

DAYTON, OHIO, April 28, 2005 - DPL Inc. (NYSE: DPL) held its 2005 annual meeting today in Dayton, Ohio. Robert Biggs, DPL Chairman, and James Mahoney, DPL President and Chief Executive Officer, provided shareholders with an overview of 2004 financial results, company initiatives, and operational performance.

At the meeting, shareholders elected three directors, as recommended by the board, to a three-year term expiring in 2008: James F. Dicke, II, Chairman and Chief Executive Officer of Crown Equipment; James V. Mahoney, President and Chief Executive Officer of DPL Inc.; and Barbara Graham, former Senior Vice President, Pepco Holdings. Ms. Graham is new to the DPL board, replacing Jane Haley, Chairman, President and Chief Executive Officer of Gosiger, Inc., who retired at the conclusion of her term.

“On behalf of DPL and all of its stakeholders, I want to express sincere appreciation to Jane for her 28 years of service and dedication to this company and the Dayton community,” said Mr. Biggs. “We wish her all the best in the years ahead.”

In addition, shareholders ratified KPMG as the company’s independent auditors.

About DPL

DPL Inc. (NYSE: DPL) is a regional electric energy and utility company. DPL’s principal subsidiaries include The Dayton Power and Light Company (DP&L); DPL Energy, LLC (DPLE); and DPL Energy Resources, Inc. (DPLER). DP&L, a regulated electric utility, provides service to over 500,000 retail customers in West Central Ohio; DPLE engages in the operation of merchant peaking generation facilities; and DPLER is a competitive retail electric supplier in Ohio, selling to major governmental, industrial, and commercial customers. DPL, through its subsidiaries, owns and operates approximately 4,400 megawatts of generation capacity, of which 2,800 megawatts are low cost coal-fired units and 1,600 megawatts are natural gas fired peaking units. Further information can be found at www.dplinc.com.

Certain statements contained in this release are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Matters presented which relate to events or developments that are expected to occur in the future, including management’s expectations, strategic objectives, business prospects, anticipated economic performance and financial condition and other similar matters constitute forward-looking statements. Forward-looking statements are based on management’s beliefs, assumptions and expectation of the Company’s future economic performance, taking into account the information currently available to management. These statements are not statements of historical fact. Such forward-looking statements are subject to risks and uncertainties and investors are cautioned that outcomes and results may vary materially from those projected due to many factors beyond DPL’s control. Forward-looking statements speak only as of the date of the document in which they are made. We disclaim any obligation or undertaking to provide any updates or revisions to any forward-looking statement to reflect any change in our expectations or any change in events, conditions or circumstances on which the forward-looking statement is based.

FOR IMMEDIATE RELEASE

CONTACT: (937) 224-5940

DPL INC. DECLARES QUARTERLY DIVIDEND

DAYTON, Ohio, April 28, 2005 - The Board of Directors of DPL Inc. (NYSE: DPL) declared a quarterly dividend of \$0.24 per share payable June 1, 2005 to common shareholders of record on May 16, 2005. The announced quarterly dividend continues the annualized rate of \$0.96 per share.

About DPL

DPL Inc. (NYSE: DPL) is a regional electric energy and utility company. DPL's principal subsidiaries include The Dayton Power and Light Company (DP&L); DPL Energy, LLC (DPLE); and DPL Energy Resources, Inc. (DPLER). DP&L, a regulated electric utility, provides service to over 500,000 retail customers in West Central Ohio; DPLE engages in the operation of merchant peaking generation facilities; and DPLER is a competitive retail electric supplier in Ohio, selling to major governmental, industrial, and commercial customers. DPL, through its subsidiaries, owns and operates approximately 4,400 megawatts of generation capacity, of which 2,800 megawatts are low cost coal-fired units and 1,600 megawatts are natural gas fired peaking units. Further information can be found at www.dplinc.com.
