

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

Filing Date: **2013-01-10** | Period of Report: **2013-01-10**
SEC Accession No. [0001193125-13-009340](#)

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

FILER

ALGONQUIN POWER & UTILITIES CORP.

CIK: **1174169** | IRS No.: **000000000**
Type: **6-K** | Act: **34** | File No.: **000-53808** | Film No.: **13522961**
SIC: **4911** Electric services

Mailing Address
2845 BRISTOL CIRCLE
OAKVILLE A6 00000

Business Address
2845 BRISTOL CIRCLE
OAKVILLE A6 00000
000000000

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

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
Pursuant to Rule 13a-16 or 15d-16
of the Securities Exchange Act of 1934**

Date: January 10, 2013

Commission File Number: 000-53808

Algonquin Power & Utilities Corp.

(Translation of registrant's name into English)

**2845 Bristol Circle
Oakville, Ontario, L6H 7H7, Canada
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Indicate by check mark whether by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____

EXHIBIT INDEX

The following exhibits are filed as part of this Form 6-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Early Warning Report, dated December 28, 2012
99.2	Press Release, dated January 2, 2013

EARLY WARNING REPORT
FILED UNDER NATIONAL INSTRUMENT 62-103

1. Name and address of the offeror

Emera Incorporated (“Emera”)
1223 Lower Water St.
Halifax, Nova Scotia
B3J 3S8

2. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities of which the offeror acquired ownership or control in the transaction or occurrence giving rise to the obligation to file the news release, and whether it was ownership or control that was acquired in those circumstances.

On December 27, 2012 Emera exchanged certain previously acquired subscription receipts into 4,790,000 common shares of Algonquin Power & Utilities Corp. (“Algonquin”), at a price of C\$4.72 per common share. The subscription receipts were acquired on September 12, 2011 in connection with the previously announced sale to Algonquin of the 49.999% interest held by Emera in California Pacific Electric Company, LLC (“Calpeco”). The Calpeco sale was completed on December 21, 2012.

The 4,790,000 common shares represent approximately 2.8% of Algonquin’s currently issued and outstanding common shares (or 2.7% of Algonquin’s issued and outstanding common shares after giving effect to the exchange of the subscription receipts).

3. The designation and number or principal amount of securities and the offeror’s securityholding percentage in the class of securities immediately after the transaction or occurrence giving rise to the obligation to file a news release.

In addition to the 4,790,000 common shares acquired on December 27, 2012, Emera owns 30,113,750 previously acquired common shares of Algonquin, for an aggregate current ownership position of 34,903,750 common shares representing approximately 19.9% of Algonquin’s issued and outstanding shares.

In addition to the common shares Emera currently holds, Emera holds 3,421,000 subscription receipts (the “Calpeco Subscription Receipts (Second Tranche)”) which are exchangeable for additional common shares in connection with the Calpeco sale. The Calpeco Subscription Receipts (Second Tranche) are exchangeable for common shares of Algonquin on a one-for-one basis.

Emera also holds an additional 7,842,016 subscription receipts (the “2012 Subscription Receipts”) of Algonquin exchangeable into common shares at a price of \$5.74 per receipt, in connection with the previously announced acquisition by Algonquin’s power generation subsidiary of a 51% interest in a 480 MW U.S. wind power portfolio.

In the event that the 3,421,000 common shares issuable pursuant to the Calpeco Subscription Receipts (Second Tranche) and the 7,842,016 common shares issuable pursuant to the 2012 Subscription Receipts are issued, the common shares so issued, together with the 34,903,750 common shares currently held by Emera, would represent approximately 24.8% of Algonquin's issued and outstanding shares. The acquisition of Algonquin shares is subject to regulatory approval from the Maine Public Utilities Commission ("MPUC"), which has limited Emera's ownership in Algonquin to 20%, with additional investment requiring specific approval. On June 25, 2012, Emera requested MPUC approval to increase its ownership in Algonquin to 25%.

4. The designation and number or principal amount of securities and the percentage of outstanding securities of the class of securities referred to in paragraph 3 over which:

i) the offeror, either alone or together with joint actors, has ownership and control,

See paragraph 3.

ii) the offeror, either alone or together with joint actors, has ownership but control is held by other persons or companies other than the offeror or any joint actor,

Not applicable.

(iii) the offeror, either alone or together with joint actors, has exclusive or shared control but does not have ownership.

Not applicable.

5. The name of the market in which the transaction or occurrence that gave rise to the news release took place.

The 4,790,000 common shares were issued on a private placement basis.

6. The value, in Canadian dollars, of any consideration offered per security if the offeror acquired ownership of a security in the transaction or occurrence giving rise to the obligation to file a news release.

The 4,790,000 common shares were issued at a subscription price of C\$4.72 per common share, for an aggregate subscription price of C\$22,608,800.

7. The purpose of the offeror and any joint actors in effecting the transaction or occurrence that gave rise to the news release, including any future intention to acquire ownership of, or control over, additional securities of the reporting issuer.

The 4,790,000 common shares were acquired on the exchange of previously acquired subscription receipts.

The common shares have been acquired for investment purposes only, and Emera has no intention of acquiring control of Algonquin. Depending upon relevant economic, market or business conditions prevailing from time to time, Emera may determine to acquire or to dispose of common shares of Algonquin in TSX traded or privately negotiated transactions or otherwise. Under the 2009 Subscription Agreement and Strategic Investment Agreement discussed in paragraph 8 below, Emera has agreed not to acquire any additional securities of Algonquin except in accordance with such agreements.

8. The general nature and the material terms of any agreement, other than lending arrangements, with respect to securities of the reporting issuer, entered into by the offeror, or any joint actor, and the issuer of the securities or any other entity in connection with the transaction or occurrence giving rise to the news release, including agreements with respect to the acquisition, holding, disposition or voting of any securities.

On April 29, 2011 Emera and Algonquin entered into a strategic investment agreement (the “Strategic Investment Agreement”) in respect of the pursuit of investment opportunities of mutual benefit. Under the Strategic Investment Agreement, where Algonquin pursues an investment opportunity developed in conjunction with Emera and wishes to issue additional common shares (or securities convertible into common shares) in connection with such opportunity, Emera has a right of first refusal to subscribe for up to 100% of such additional common shares (or securities convertible into common shares) in an amount that would bring Emera’s holdings of Algonquin common shares to a maximum of 25% of Algonquin common shares issued and outstanding, subject to any approvals required under applicable laws (including the rules of the Toronto Stock Exchange (“TSX”). Emera also has the right under the Strategic Investment Agreement to purchase additional common shares through the public markets in connection with the pursuit of investment opportunities under the Strategic Investment Agreement if Algonquin does not effect an equity issuance in connection with such opportunity, or elects to fund the investment with debt. In such an instance, Emera has the right to purchase additional common shares through the public markets in an aggregate number of shares equal to or less than the lesser of: (i) the amount that would result in its holdings being equal to 25% of the common shares issued and outstanding or (ii) the number of shares equal to 50% of the aggregate investment made by Algonquin divided by the average closing price of the common shares for the 20 days preceding the investment.

The Strategic Investment Agreement and a prior subscription agreement dated April 22, 2009, as amended (the “2009 Subscription Agreement”) contain certain restrictions on the transfer of common shares by Emera and requirements with respect to the voting of common shares held by Emera (which restrictions and requirements are described in Algonquin’s Management Information Circular dated May 18, 2011). The 2009 Subscription Agreement also provides for a standstill period expiring January 1, 2014, during which Emera may not acquire any additional Algonquin securities except in accordance with the 2009 Subscription Agreement. The Strategic Investment Agreement further provides that any permitted acquisitions under that later agreement constitute an exception to Emera’s standstill obligations under the 2009 Subscription Agreement.

9. The names of any joint actors in connection with the disclosure required by this form.

Not applicable.

10. In the case of a transaction or occurrence that did not take place on a stock exchange or other market that represents a published market for the securities, including an issuance from treasury, the nature and value in Canadian dollars of the consideration paid by the offeror.

See paragraph 6.

11. If applicable, a description of any change in any material fact set out in a previous report by the entity under the early warning requirements or Part 4 of National Instrument 62-103 in respect of the reporting issuer's securities.

Not applicable.

12. If applicable, a description of the exemption from securities legislation being relied on by the offeror and the facts supporting that reliance.

Not applicable.

DATED December 28, 2012

EMERA INCORPORATED

By: "*Stephen D. Aftanas*"

Stephen D. Aftanas
Corporate Secretary

Algonquin Power & Utilities Corp. Announces Acquisition of 109.5 MW Shady Oaks Wind Power Facility

OAKVILLE, ON, Jan. 2, 2013 /CNW/ - Algonquin Power & Utilities Corp. ("APUC") (TSX: AQN) today announced that an affiliate of Algonquin Power Co. ("APCo"), APUC's non-regulated power generation subsidiary, has acquired a 109.5 MW contracted wind powered generating station ("Shady Oaks") from Goldwind International SO Limited ("Goldwind") for total consideration to all stakeholders of approximately US\$148.9 million.

The Shady Oaks wind power facility is located in Northern Illinois, approximately 80 km west of Chicago, Illinois and reached commercial operation in June 2012. Total annual energy production is expected to be 364 GW-hrs per year. The Shady Oaks wind facility has entered into a 20 year inflation indexed power purchase agreement with the largest electric utility in the state of Illinois, Commonwealth Edison (BBB flat stable: Moody's, S&P). The facility is comprised of 68 Goldwind GW82 1.5MW and 3 Goldwind GW100 2.5MW permanent magnet direct-drive wind turbines; these turbines are well suited for the wind regime, and offer significant technological advantages providing proven reliability, enhanced energy production efficiency and lower long term maintenance costs. Through its affiliate, Goldwind has assumed all operations, maintenance, and capital repair responsibilities for the Shady Oaks wind facility pursuant to a 20 year fixed price agreement.

"The acquisition of the Shady Oaks wind farm provides additional geographic diversification to our renewable power portfolio and the 20 year power sales contract further strengthens the stable, long term profile of our non-regulated power business," commented Ian Robertson, Chief Executive Officer of APUC. "The acquisition of Shady Oaks provides a strong start to 2013 as we look to build on successes of last year delivering value accretive growth for our shareholders."

Additional information is available on the APUC website at investors.algonquinpower.com/mna.aspx?iid=4142273

About Algonquin Power & Utilities Corp.

Algonquin Power & Utilities Corp. owns and operates a diversified \$2.8 billion portfolio of regulated and non-regulated utilities in North America. The company's regulated utility business provides water, electricity and natural gas utility services to more than 335,000 customers through its nationwide portfolio of regulated generation, transmission and distribution utility systems. The company's non-regulated electric generation subsidiary owns or has interests in renewable energy and thermal energy facilities representing more than 1,000 MW of installed capacity. Algonquin delivers continuing growth through an expanding pipeline of renewable power and clean energy projects, organic growth within its regulated utilities and the pursuit of accretive acquisition opportunities. Common shares and preferred shares are traded on the Toronto Stock Exchange under the symbols AQN and AQN.PR.A respectively. Visit Algonquin Power and Utilities at www.AlgonquinPowerandUtilities.com and follow us on Twitter @AQN_Utilities.

Caution Regarding Forward-Looking Information

Certain statements included in this news release contain information that is forward-looking within the meaning of certain securities laws, including information and statements regarding prospective results of operations, financial position or cash flows. These statements are based on factors or assumptions that were applied in drawing a conclusion or making a forecast or projection, including assumptions based on historical trends, current conditions and expected future developments. Since forward-looking statements relate to future events and conditions, by their very nature they require making assumptions and involve inherent risks and uncertainties. APUC cautions that although it is believed that the assumptions are reasonable in the circumstances, these risks and uncertainties give rise to the possibility that actual results may differ materially from the expectations set out in the forward-looking statements. Material risk factors include those set out in the management's discussion and analysis section of APUC's most recent annual report and quarterly report, and APUC's Annual Information Form. Given these risks, undue reliance should not be placed on these forward-looking statements, which apply only as of their dates. Other than as specifically required by law, APUC undertakes no obligation to update any forward-looking statements or information to reflect new information, subsequent or otherwise.

SOURCE: Algonquin Power & Utilities Corp.

For further information:

Contact:

Kelly Castledine

Algonquin Power & Utilities Corp.

2845 Bristol Circle, Oakville, Ontario, L6H 7H7

Telephone: (905) 465-4500

Website: www.AlgonquinPowerandUtilities.com

Twitter: @AQN_Utilities

CO: Algonquin Power & Utilities Corp.

CNW 09:00e 02-JAN-13