

ENTERGY CORP /DE/
Form POSASR
February 15, 2017

As filed with the Securities and Exchange Commission on February 15, 2017

Registration Nos. 333-213335, 333-213335-01, 333-213335-02, 333-213335-03,
333-213335-04, 333-213335-05, 333-213335-06

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Registrant, State of Incorporation or Organization,
Address of Principal Executive Offices, Telephone
Number, and IRS Employer Identification No.

ENTERGY CORPORATION
(a Delaware corporation)
639 Loyola Avenue
New Orleans, Louisiana 70113
Telephone (504) 576-4000
72-1229752

ENTERGY ARKANSAS, INC.
(an Arkansas corporation)
425 West Capitol Avenue
Little Rock, Arkansas 72201
Telephone (501) 377-4000
71-0005900

ENTERGY LOUISIANA, LLC
(a Texas limited liability company)
4809 Jefferson Highway
Jefferson, Louisiana 70121
Telephone (504) 576-4000
47-4469649

ENTERGY MISSISSIPPI, INC.
(a Mississippi corporation)
308 East Pearl Street
Jackson, Mississippi 39201
Telephone (601) 368-5000

Registrant, State of Incorporation or
Organization,
Address of Principal Executive Offices,
Telephone
Number, and IRS Employer Identification
No.

ENTERGY NEW ORLEANS, INC.
(a Louisiana corporation)
1600 Perdido Street
New Orleans, Louisiana 70112
Telephone (504) 670-3700
72-0273040

ENTERGY TEXAS, INC.
(a Texas corporation)
350 Pine Street
Beaumont, Texas 77701
Telephone (409) 981-2000
61-1435798

SYSTEM ENERGY RESOURCES, INC.
(an Arkansas corporation)
Echelon One
1340 Echelon Parkway
Jackson, Mississippi 39213
Telephone (601) 368-5000
72-0752777

64-0205830

MARK G. OTTS, ESQ.

Assistant General Counsel --Corporate and
Securities

Entergy Services, Inc.

639 Loyola Avenue

New Orleans, Louisiana 70113

(504) 576-5228

(Names, addresses, including zip codes, and telephone numbers, including area codes, of agents for service)

ALYSON M. MOUNT

Senior Vice President and Chief Accounting
Officer

Entergy Corporation

639 Loyola Avenue

New Orleans, Louisiana 70113

(504) 576-5035

JOHN T. HOOD, ESQ.

Partner
Morgan, Lewis & Bockius
LLP

101 Park Avenue

New York, New York

10178

(212) 309-6281

Approximate date of commencement of proposed sale to the public: From time to time after the effective date of the Registration Statement as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. [X]

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. []

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act.

| | Large Accelerated Filer | Accelerated Filer | Non-Accelerated Filer | Smaller Reporting Company |
|-------------------------------|-------------------------|-------------------|-----------------------|---------------------------|
| Entergy Corporation | ü | | | |
| Entergy Arkansas, Inc. | | | ü | |
| Entergy Louisiana, LLC | | | ü | |
| Entergy Mississippi, Inc. | | | ü | |
| Entergy New Orleans, Inc. | | | ü | |
| Entergy Texas, Inc. | | | ü | |
| System Energy Resources, Inc. | | | ü | |

EXPLANATORY NOTE

DEREGISTRATION OF UNSOLD SECURITIES

This Post-Effective Amendment No. 1 (the “Post-Effective Amendment”) to the Registration Statement on Form S-3 (File Nos. 333-213335, 333-213335-01, 333-213335-02, 333-213335-03, 333-213335-04, 333-213335-05 and 333-213335-06) (the “Registration Statement”) initially filed on August 26, 2016 by Entergy Corporation, a Delaware corporation (“Entergy”), Entergy Arkansas, Inc., an Arkansas corporation and a wholly-owned subsidiary of Entergy (“EAI”), Entergy Louisiana, LLC, a Texas limited liability company and a majority-owned subsidiary of Entergy (“ELL”), Entergy Mississippi, Inc., a Mississippi corporation and a wholly-owned subsidiary of Entergy (“EMI”), Entergy New Orleans, Inc., a Louisiana corporation and a wholly-owned subsidiary of Entergy (“ENOI”), Entergy Texas, Inc., a Texas corporation and a wholly-owned subsidiary of Entergy (“ETI”), and System Energy Resources, Inc., an Arkansas corporation and a wholly-owned subsidiary of Entergy (“SERI”), and immediately declared effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act of 1933, is being filed solely to deregister the unsold first mortgage bonds of ENOI.

Pursuant to the Registration Statement, ENOI registered an unspecified aggregate initial offering of its first mortgage bonds. ENOI’s offerings pursuant to the Registration Statement have been terminated. In accordance with an undertaking made by ENOI in Part II of the Registration Statement to remove from registration, by means of a post-effective amendment, any of the securities that had been registered for issuance that remained unsold at the termination of the offering, ENOI hereby removes from registration any of its first mortgage bonds registered under the Registration Statement that remain unsold under the Registration Statement as of the filing date of this Post-Effective Amendment.

This Post-Effective Amendment is separately filed by Entergy, EAI, ELL, EMI, ENOI, ETI and SERI on a combined basis. As to each registrant, the Registration Statement consists solely of the prospectus of such registrant (including the documents incorporated therein by reference) other than ENOI, which is deregistering its unsold first mortgage bonds, and the information set forth in Part II of the Registration Statement that is applicable to such registrant. No registrant makes any representation as to the information relating to the other registrants, except to the extent that such information is included in the portion of the Registration Statement relating to such registrant.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Corporation certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

ENTERGY CORPORATION

By: /s/ Steven C. McNeal

Steven C. McNeal

Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|-----------------|--|-------------------|
| * | | |
| Leo P. Denault | Chairman of the Board and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President and Chief Financial Officer (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |

*

Maureen S. Bateman Director February 15, 2017

*

Patrick J. Condon Director February 15, 2017

*

Kirkland H. Donald Director February 15, 2017

*

Philip L. Frederickson Director February 15, 2017

*

Alexis M. Herman Director February 15, 2017

*

Donald C. Hintz Director February 15, 2017

*

Stuart L. Levenick Director February 15, 2017

*

Blanche L. Lincoln Director February 15, 2017

*

Karen A. Puckett Director February 15, 2017

*

W.J. "Billy" Tauzin Director February 15, 2017

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Arkansas, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

ENTERGY ARKANSAS,
INC.

By: /s/ Steven C. McNeal
Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|-------------------|
| * | | |
| Richard C. Riley | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |
| * | | |
| Theodore H. Bunting, Jr. | Director | February 15, 2017 |
| * | | |
| Paul D. Hinnenkamp | Director | February 15, 2017 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Louisiana, LLC certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

ENTERGY LOUISIANA,
LLC

By: /s/ Steven C. McNeal
Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|-------------------|
| * | | |
| Phillip R. May, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |
| * | | |
| Theodore H. Bunting, Jr. | Director | February 15, 2017 |
| * | | |
| Paul D. Hinnenkamp | Director | February 15, 2017 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Mississippi, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

ENTERGY MISSISSIPPI,
INC.

By: /s/ Steven C. McNeal
Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|-------------------|
| * | | |
| Haley R. Fisackerly | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |
| * | | |
| Theodore H. Bunting, Jr. | Director | February 15, 2017 |
| * | | |
| Paul D. Hinnenkamp | Director | February 15, 2017 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy New Orleans, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

ENTERGY NEW ORLEANS,
INC.

By: /s/ Steven C. McNeal
Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|-------------------|
| * | | |
| Charles L. Rice, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |
| * | | |
| Theodore H. Bunting, Jr. | Director | February 15, 2017 |
| * | | |
| Paul D. Hinnenkamp | Director | February 15, 2017 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, Entergy Texas, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

ENTERGY TEXAS, INC.

By: /s/ Steven C. McNeal
 Steven C. McNeal
 Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--------------------------|--|-------------------|
| * | | |
| Sallie T. Rainer | Chair of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |
| * | | |
| Theodore H. Bunting, Jr. | Director | February 15, 2017 |
| * | | |
| Paul D. Hinnenkamp | Director | February 15, 2017 |

* By: /s/ Steven C. McNeal
 Steven C. McNeal
 Attorney-in-Fact

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, System Energy Resources, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Post-Effective Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New Orleans, State of Louisiana, on February 15, 2017.

SYSTEM ENERGY
RESOURCES, INC.

By: /s/ Steven C. McNeal
Steven C. McNeal
Vice President and Treasurer

Pursuant to the requirements of the Securities Act of 1933, this Post-Effective Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| Signature | Title | Date |
|--|---|-------------------|
| * | | |
| Theodore H. Bunting, Jr. | Chairman of the Board, President and Chief Executive Officer (Principal Executive Officer) | February 15, 2017 |
| * | | |
| Andrew S. Marsh | Executive Vice President, Chief Financial Officer and Director (Principal Financial Officer) | February 15, 2017 |
| * | | |
| Alyson M. Mount | Senior Vice President and Chief Accounting Officer (Principal Accounting Officer) | February 15, 2017 |
| * | | |
| A. Christopher Bakken, III | Director | February 15, 2017 |
| /s/ Steven C. McNeal Steven C. McNeal | Director | February 15, 2017 |

* By: /s/ Steven C. McNeal
Steven C. McNeal
Attorney-in-Fact