

AES CORP
Form 8-K
December 27, 2005

**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 27, 2005**

THE AES CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-12291
(Commission File
Number)

54-1163725
(I.R.S. Employer
Identification Number)

4300 Wilson Boulevard, Suite 1100, Arlington, Virginia
(Address of principal executive offices)

22203
(zip code)

Registrant's telephone number, including area code: **(703) 522-1315**

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.):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01 Other Events

The lenders under the Company's Amended and Restated Credit Agreement have extended until January 20, 2006 the waiver of any default or event of default under the credit agreement which may arise by virtue of the Company's failure to deliver to the lenders the Company's June 30, 2005 and September 30, 2005 Form 10-Q financial statements.

Because the Company did not file its June 30, 2005 and September 30, 2005 Form 10-Q by the SEC's filing deadline, the Company was not in compliance with its indentures governing the Company's senior notes, senior subordinate notes and junior subordinated notes, but that non-compliance does not result in an automatic event of default or the acceleration of the notes. However, either the trustee under any of the indentures or the holders of at least 25% of the outstanding principal amount of any such series of notes has the right to accelerate the maturity of that series of notes if the Company failed to file and deliver its June 30, 2005 Form 10-Q, September 30, 2005 Form 10-Q and other periodic reports within 60 days after written notice of such default, unless holders of a majority of each such series of the notes waive compliance with the filing and delivery requirement.

Under the indentures and the Amended and Restated Credit Agreement, the Company must file periodic reports with the SEC and furnish copies to the trustees and the noteholders under its indentures and each lender under the credit facility. All of the indentures, provide that an event of default occurs thereunder when an event of default occurs under any other indebtedness of AES in excess of \$50 million and either (a) such default arises from the failure to pay the principal at final maturity or (b) as a result of such default, the maturity of such debt has been accelerated and such acceleration has not been annulled within 60 days. The Amended and Restated Credit Agreement contains a cross-default provision that provides that the Company's default on indebtedness in amounts in excess of \$50 million would constitute an event of default under the Amended and Restated Credit Agreement.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

| Exhibits | Description of Document |
|----------|---|
| 99.1 | Waiver No. 4 To Third Amended and Restated Credit and Reimbursement Agreement |

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.

THE AES CORPORATION
(Registrant)

By: /s/ Vincent W. Mathis
Name: Vincent W. Mathis
Title: Deputy General Counsel

Date: December 27, 2005