SOUTHERN CALIFORNIA GAS CO
Form 424B2
June 16, 2015
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Filed Pursuant to Rule 424(b)(2)
Registration No. 333-182557

PROSPECTUS SUPPLEMENT

(To Prospectus dated August 16, 2012)

Southern California Gas Company

$250,000,000 1.55% First Mortgage Bonds, Series QQ, due 2018

$350,000,000 3.20% First Mortgage Bonds, Series RR, due 2025

The 1.55% First Mortgage Bonds, Series QQ, due 2018 (the Series QQ bonds) will mature on June 15, 2018. Interest on the Series QQ bonds will accrue from June 18, 2015 and will be payable on June 15 and December 15 of each year, beginning on December 15, 2015. The Series QQ bonds will be redeemable prior to maturity, at our option, at the redemption prices described in this prospectus supplement.

The 3.20% First Mortgage Bonds, Series RR, due 2025 (the Series RR bonds and, together with the Series QQ bonds, the bonds) will mature on June 15, 2025. Interest on the Series RR bonds will accrue from June 18, 2015 and will be payable on June 15 and December 15 of each year, beginning on December 15, 2015. The Series RR bonds will be redeemable prior to maturity, at our option, at the redemption prices described in this prospectus supplement.

Investing in the bonds involves risks. See the Risk Factors section on page S-2 of this prospectus supplement.

	Per Series QQ Bond	Total	Per Series RR Bond	Total
Public offering price(1)	99.997%	$ 249,992,500	99.763%	$ 349,170,500
Underwriting discount	0.350%	$ 875,000	0.650%	$ 2,275,000
Proceeds to Southern California Gas Company (before expenses)(1)	99.647%	$ 249,117,500	99.113%	$ 346,895,500

(1) Plus accrued interest from June 18, 2015 if settlement occurs after that date.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities, or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

We expect the bonds will be ready for delivery through The Depository Trust Company on or about June 18, 2015.

Joint Book-Running Managers

Mizuho Securities	**BNP PARIBAS**	**CastleOak Securities, L.P.**	**Credit Agricole CIB**	**UBS Investment Bank**

Co-Managers

Great Pacific Securities	**Mischler Financial Group, Inc.**	**SMBC Nikko**

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This document is in two parts. The first part is this prospectus supplement, which describes the specific terms of the offering of the bonds and also adds to and updates information contained in the accompanying prospectus and the documents incorporated by reference in the accompanying prospectus. The second part is the accompanying prospectus, which gives more general information, some of which does not apply to the bonds. If the description of the bonds or the offering of the bonds varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

You should rely only on the information contained or incorporated by reference in this prospectus supplement, in the accompanying prospectus and in any related free writing prospectus issued by us. We have not, and the underwriters have not, authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. You should assume that the information appearing in this prospectus supplement, the accompanying prospectus and any such free writing prospectus is accurate only as of the dates on their respective covers and that the information contained in documents incorporated by reference is accurate only as of the respective dates that those documents were filed with the Securities and Exchange Commission. Our business, financial condition, results of operations and prospects may have changed since that date.

The distribution of this prospectus supplement, the accompanying prospectus and any related free writing prospectus filed with the Securities and Exchange Commission and the offering of the bonds in certain jurisdictions may be restricted by law. Persons into whose possession this prospectus supplement, the accompanying prospectus and any such free writing prospectus come should inform themselves about and observe any such restrictions. This prospectus supplement, the accompanying prospectus and any such free writing prospectus do not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which such offer or solicitation is not authorized or in which the person making such offer or solicitation is not qualified to do so or to any person to whom it is unlawful to make such offer or solicitation. See Underwriting (Conflicts of Interest).

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PROSPECTUS SUPPLEMENT

PROSPECTUS

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FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents they incorporate by reference contain, and any related free writing prospectus issued by us may contain, statements that are not historical fact and constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are necessarily based upon assumptions with respect to the future, involve risks and uncertainties, and are not guarantees of performance. These forward-looking statements represent our estimates and assumptions only as of the respective dates of the documents in which such forward-looking statements appear. We assume no obligation to update or revise any forward-looking statement as a result of new information, future events or other factors.

When we use words such as believes, expects, anticipates, plans, estimates, projects, forecasts, contempl depends, should, could, would, will, confident, may, potential, possible, proposed, target, pu maintain or similar expressions, or when we discuss our guidance, strategy, plans, goals, opportunities, projections, initiatives, objectives or intentions, we are making forward-looking statements.

Factors, among others, that could cause our actual results and future actions to differ materially from those described in forward-looking statements include:

- local, regional, national and international economic, competitive, political, legislative and regulatory conditions and developments;
- actions and the timing of actions, including issuances of permits to construct and licenses for operation, by the California Public Utilities Commission, California State Legislature, U.S. Department of Energy, Federal Energy Regulatory Commission, California Energy Commission, U.S. Environmental Protection Agency, California Air Resources Board and other regulatory, governmental and environmental bodies in the United States;
- the timing and success of business development efforts and construction, maintenance and capital projects, including risks in obtaining, maintaining or extending permits, licenses, certificates and other authorizations on a timely basis and risks in obtaining adequate and competitive financing for such projects;
- energy markets, including the timing and extent of changes and volatility in commodity prices, and the impact of any protracted reduction in oil prices from historical averages;
- delays in the timing of costs incurred and the timing of the regulatory agency authorization to recover such costs in rates from customers;
- capital markets conditions, including the availability of credit and the liquidity of our investments;

inflation, interest and currency exchange rates;

the impact of benchmark interest rates, generally Moody s A-rated utility bond yields, on our cost of capital;

the availability of electric power, natural gas and liquefied natural gas, and natural gas pipeline and storage capacity, including disruptions caused by failures in the North American transmission grid, pipeline explosions and equipment failures;

cybersecurity threats to the energy grid, natural gas storage and pipeline infrastructure, the information and systems used to operate our businesses and the confidentiality of our proprietary information and the personal information of our customers, terrorist attacks that threaten system operations and critical infrastructure and wars;

weather conditions, conservation efforts, natural disasters, catastrophic accidents, and other events that may disrupt our operations, damage our facilities and systems, and subject us to third-party liability for property damage or personal injuries;

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risks that our partners or counterparties will be unable or unwilling to fulfill their contractual commitments;

business, regulatory, environmental and legal decisions and requirements;

the inability or determination not to enter into long-term supply and sales agreements or long-term firm capacity agreements due to insufficient market interest, unattractive pricing or other factors;

the resolution of litigation; and

other uncertainties, all of which are difficult to predict and many of which are beyond our control.

Investing in the bonds involves risk. In addition to the foregoing, please see the Business, Risk Factors and Management s Discussion and Analysis of Financial Condition and Results of Operations sections and the other information in our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, and our Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, which are incorporated by reference in this prospectus supplement and the accompanying prospectus, for other factors and risks which could cause our actual results and future actions to differ materially from those described in forward-looking statements or which could otherwise cause you to suffer a loss on your investment in the bonds. Before making an investment decision, you should carefully consider these factors and risks as well as other information contained or incorporated by reference in this prospectus supplement and the accompanying prospectus and any related free writing prospectus filed with the Securities and Exchange Commission (the SEC). Risks and uncertainties not presently known to us or that we currently deem immaterial may also impair our business operations, financial results and the value of the bonds.

We caution you not to rely unduly on any forward-looking statements. You should review and consider carefully the risks, uncertainties and other factors that affect our business as described herein and in our reports and other documents on file with the SEC that are incorporated by reference into the accompanying prospectus. You may obtain copies of these reports and documents as described under Where You Can Find More Information; Incorporation by Reference in the accompanying prospectus.

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SUMMARY INFORMATION

The following information supplements, and should be read together with, the information contained in the accompanying prospectus. You should carefully read this prospectus supplement, the accompanying prospectus and any related free writing prospectus, as well as the documents they incorporate by reference, before making an investment decision. The terms we, our and us are used in this document for purposes of convenience and, unless otherwise expressly stated, are intended to refer to Southern California Gas Company and its subsidiaries, either individually or collectively, as the context may require.

Southern California Gas Company

We are the nation s largest natural gas distribution utility and an indirect subsidiary of Sempra Energy, a California-based Fortune 500 energy-services holding company. For additional information concerning us, you should refer to the information described under the caption Where You Can Find More Information; Incorporation by Reference in the accompanying prospectus.

Our principal executive offices are located at 555 West Fifth Street, Los Angeles, California 90013 and our telephone number is (213) 244-1200.

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RISK FACTORS

Investment in the bonds involves risks. You should carefully consider the risk factors incorporated by reference to our Annual Report on Form 10-K for the year ended December 31, 2014, our subsequent Quarterly Report on Form 10-Q, and our Current Reports on Form 8-K filed with the SEC subsequent to our most recently completed fiscal year, and all other information contained or incorporated by reference into this prospectus supplement and the accompanying prospectus, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, before acquiring any of such bonds. The occurrence of any of these risks might cause you to lose all or part of your investment in the bonds. See also Forward-Looking Statements.

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USE OF PROCEEDS

The net proceeds from the sale of the bonds will be approximately $596.0 million (after deducting underwriting discounts but before deducting our estimated offering expenses), and will become part of our general treasury funds. A portion of the net proceeds will be used to repay outstanding commercial paper and the remainder will be used for other general corporate purposes. Such commercial paper bears interest at a rate of less than 0.2% per annum and matures at various dates through June 19, 2015. We estimate that the expenses for this offering, excluding underwriting discounts, will be approximately $500,000.

To the extent that net proceeds from this offering are applied to repay commercial paper or any of our other indebtedness held by any of the underwriters or their affiliates, they will receive proceeds of this offering through the repayment of that commercial paper or other indebtedness, as applicable. If 5% or more of the net proceeds of this offering (not including underwriting discounts) is used to repay commercial paper or other indebtedness held by at least one of the underwriters or their affiliates, this offering will be conducted in accordance with FINRA Rule 5121. In such event, such underwriter or underwriters will not confirm sales of the bonds to accounts over which they exercise discretionary authority without the prior written approval of the customer. See Underwriting (Conflicts of Interest) Conflicts of Interest.

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SUPPLEMENTAL DESCRIPTION OF FIRST MORTGAGE BONDS

The Series QQ bonds and the Series RR bonds (collectively, the bonds) each constitutes a separate series of our first mortgage bonds as described below and in the accompanying prospectus. Each series of bonds will be issued under a supplemental indenture and the mortgage bond indenture referred to in the accompanying prospectus, each between us, as issuer, and U.S. Bank National Association, as successor trustee. We have summarized below selected provisions of the supplemental indentures applicable to the bonds. The summary of the provisions of our first mortgage bonds contained in the accompanying prospectus applies to the bonds, except that the summary of selected provisions of each respective series of the bonds and the supplemental indentures set forth below supplements and, to the extent inconsistent, supersedes and replaces the description of the general terms and provisions of our first mortgage bonds and the indenture contained in the accompanying prospectus. This summary is not complete and is qualified by reference to provisions of the applicable series of bonds, the supplemental indentures and the indenture. Terms used in this section but not defined have the meanings given to those terms in the accompanying prospectus or, if not defined in the accompanying prospectus, in the applicable supplemental indenture or the indenture. As used in this section, references to the indenture mean the mortgage bond indenture (as defined in the accompanying prospectus) and as used in this section and under the caption Description of First Mortgage Bonds in the accompanying prospectus, references to we, our and us, mean Southern California Gas Company excluding its subsidiaries, unless otherwise expressly stated or the context otherwise requires.

General

The Series QQ bonds and the Series RR bonds will each constitute a separate series of first mortgage bonds under the indenture. The Series QQ bonds are initially limited to $250 million aggregate principal amount and the Series RR bonds are initially limited to $350 million aggregate principal amount.

At March 31, 2015, we had outstanding $1,900 million of first mortgage bonds and the net book value of the property subject to the first lien of the indenture was $5.8 billion. For the twelve months ended March 31, 2015 and without giving effect to the issuance of the Series QQ bonds or the Series RR bonds, the Net Earnings of the Corporation Available for Interest (as defined in the indenture) were 15 times the annual interest charges on our bonds outstanding under the indenture.

Interest Rate and Maturity

Series QQ Bonds

The Series QQ bonds will mature on June 15, 2018. The Series QQ bonds will bear interest at the rate of 1.55% per annum, accruing from June 18, 2015. Interest on the Series QQ bonds will be payable semiannually in arrears on June 15 and December 15 of each year, commencing December 15, 2015 (each a Series QQ Payment Date), to the persons in whose names the Series QQ bonds are registered at the close of business on the June 1 or December 1, as the case may be, next preceding such Series QQ Payment Date. Interest on the Series QQ bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The Series QQ bonds will be redeemable prior to maturity, at our option, at the prices set forth below under the caption Optional Redemption. The Series QQ bonds will not be subject to a sinking fund.

The Series QQ bonds will be issued in registered form without coupons and will be issuable in denominations of $1,000, $5,000, $10,000, $25,000 and multiples of $25,000.

Series RR Bonds

The Series RR bonds will mature on June 15, 2025. The Series RR bonds will bear interest at the rate of 3.20% per annum, accruing from June 18, 2015. Interest on the Series RR bonds will be payable semiannually in

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arrears on June 15 and December 15 of each year, commencing December 15, 2015 (each a Series RR Payment Date), to the persons in whose names the Series RR bonds are registered at the close of business on the June 1 or December 1, as the case may be, next preceding such Series RR Payment Date. Interest on the Series RR bonds will be calculated on the basis of a 360-day year consisting of twelve 30-day months.

The Series RR bonds will be redeemable prior to maturity, at our option, at the prices set forth below under the caption Optional Redemption. The Series RR bonds will not be subject to a sinking fund.

The Series RR bonds will be issued in registered form without coupons and will be issuable in denominations of $1,000, $5,000, $10,000, $25,000 and multiples of $25,000.

Optional Redemption

Series QQ Bonds

We may redeem all or any part of the Series QQ bonds, at our option at any time or from time to time, at a redemption price for any redemption date equal to the greater of the following amounts:

100% of the principal amount of the Series QQ bonds being redeemed on the redemption date; or

the sum of the present values of the remaining scheduled payments of principal and interest on the Series QQ bonds being redeemed on that redemption date (not including any portion of any payments of accrued and unpaid interest to the redemption date) discounted to the redemption date on a semiannual basis at the Adjusted Treasury Rate (as defined below) plus 10 basis points, as determined by the Independent Investment Banker (as defined below),

plus, in each case, accrued and unpaid interest thereon to the redemption date.

Series RR Bonds

Prior to March 15, 2025 (the Series RR Par Call Date), we may redeem all or any part of the Series RR bonds, at our option at any time or from time to time, at a redemption price for any redemption date equal to the greater of the following amounts:

100% of the principal amount of the Series RR bonds being redeemed on the redemption date; or

the sum of the present values of the remaining scheduled payments of principal and interest on the Series RR bonds being redeemed on that redemption date (not including any portion of any payments of accrued and unpaid interest to the redemption date) that would be due if such Series RR Bonds matured on the Series RR Par Call Date discounted to the redemption date on a semiannual basis at the Adjusted Treasury Rate (as defined below) plus 15 basis points, as determined by the Independent Investment Banker (as defined below),

plus, in each case, accrued and unpaid interest thereon to the redemption date.

On and after March 15, 2025, we may redeem all or any part of the Series RR bonds, at our option at any time or from time to time, at a redemption price equal to 100% of the principal amount of the Series RR bonds to be redeemed, plus accrued and unpaid interest thereon to the redemption date.

Definitions and Additional Terms

Notwithstanding the foregoing, installments of interest on either series of bonds that are due and payable on any Series QQ Payment Date or Series RR Payment Date, as applicable, falling on or prior to a redemption date for such series of bonds will be payable on the Series QQ Payment Date or Series RR Payment Date, as

applicable, to the registered holders of such series of bonds as of the close of business on the relevant record date according to the terms of such series of bonds and the indenture. The redemption price will, if applicable, be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Notice of any redemption will be mailed at least 30 days, but not more than 60 days, before the redemption date to each registered holder of the bonds to be redeemed. Once notice of redemption is mailed, the bonds called for redemption will become due and payable on the redemption date and at the applicable redemption price, plus accrued and unpaid interest to the redemption date. Redemption will not be conditional upon receipt by the trustee of monies sufficient to pay the redemption price.

Unless we default in payment of the redemption price, on and after the redemption date interest will cease to accrue on the bonds or portions thereof called for redemption. We will pay the redemption price and any accrued interest once the bonds are surrendered for redemption. If only a portion of the bonds of either series are redeemed, the trustee will deliver new bonds of such series for the remaining portion without charge.

Adjusted Treasury Rate means, with respect to any redemption date for the bonds of either series, the rate per annum equal to the semiannual equivalent yield to maturity of the Comparable Treasury Issue, assuming a price for the Comparable Treasury Issue (expressed as a percentage of its principal amount) equal to the Comparable Treasury Price for such redemption date.

Comparable Treasury Issue means, with respect to any redemption date for the bonds of either series, the United States Treasury security selected by the Independent Investment Banker as having a maturity comparable to the remaining term of the bonds of such series to be redeemed on such redemption date that would be utilized, at the time of selection and in accordance with customary financial practice, in pricing new issues of corporate debt securities of comparable maturity to the remaining term of such series of bonds.

Comparable Treasury Price means, with respect to any redemption date for the bonds of either series, (A) the average of the Reference Treasury Dealer Quotations for such redemption date, or (B) if only one Reference Treasury Dealer Quotation is received, such quotation.

Independent Investment Banker means, with respect to any redemption date for the bonds of either series, one of the Reference Treasury Dealers appointed by us to act as the Independent Investment Banker.

Reference Treasury Dealers means, with respect to any redemption date for the bonds of either series, (A) Mizuho Securities USA Inc., BNP Paribas Securities Corp., UBS Securities LLC, a Primary Treasury Dealer (as defined below) selected by CastleOak Securities, L.P. and a Primary Treasury Dealer selected by Credit Agricole Securities (USA) Inc. (or their respective affiliates which are Primary Treasury Dealers) and their respective successors; provided, however, that if any of the foregoing shall cease to be a primary U.S. Government securities dealer in the United States (a Primary Treasury Dealer), we will substitute therefor another Primary Treasury Dealer; and (B) any other Primary Treasury Dealer(s) selected by us.

Reference Treasury Dealer Quotation means, with respect to each Reference Treasury Dealer and any redemption date for the bonds of either series, the average, as determined by us, of the bid and asked prices for the Comparable Treasury Issue (expressed in each case as a percentage of its principal amount) quoted in writing to us by such Reference Treasury Dealer at 5:00 p.m. (New York City time) on the third business day preceding such redemption date. As used in the preceding sentence, business day means any day (other than a Saturday or a Sunday) on which banking institutions in The City of New York are not authorized or obligated by law or executive order to remain closed.

In the event that we elect to redeem only a portion of either series of bonds, the bonds of such series to be redeemed shall be selected as provided in the indenture and, in the case of bonds represented by a global security, in accordance with the procedures of The Depository Trust Company.

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Notice Regarding Remedies with Respect to Mortgaged Property

Any foreclosure on the mortgaged property by the trustee may be limited by applicable California law. Section 726 of the California Code of Civil Procedure provides that any action to recover on a debt or other right secured by a mortgage or a deed of trust on real property or an estate for years therein must comply with the provisions of that section, which provisions relate to and specify the procedures for the sale of encumbered property or an estate for years therein, the application of proceeds, the rendition in certain cases of a deficiency judgment, and other related matters. Judicial decisions interpreting Section 726 have formulated principles requiring that only one action may be brought to enforce an obligation secured by a lien on California real property, that all security for the obligation must be included in one foreclosure action, and that the creditor must exhaust all of its security before a personal judgment or other recovery may be obtained against the debtor for a deficiency. We advise you that failure to comply with Section 726 as it has been interpreted may result in the extinguishment of the liens on the mortgaged property and the loss of your right to a deficiency judgment.

Defeasance

The defeasance provisions of the indenture described in the accompanying prospectus under Description of First Mortgage Bonds Defeasance, Cancellation and Discharge will apply to the bonds. However, with respect to the satisfaction of the indenture following the release of the mortgaged property (but not as a condition to the release of the mortgaged property), in addition to the conditions of defeasance specified in the indenture we will be required to deliver an opinion of counsel to the effect that a holder of bonds will not recognize income, gain or loss for federal income tax purposes as a result of the defeasance and will be subject to federal income tax on the same amounts, at the same times and in the same manner as if that defeasance had not occurred. The opinion of counsel must be based upon a ruling of the Internal Revenue Service or a change in law after the date on which the bonds are first issued, which is expected to be June 18, 2015.

Other

We may, from time to time, without notice to or the consent of the holders of the bonds, increase the principal amount of either or both series of bonds under the indenture and issue such increased principal amount (or any portion thereof). Any additional bonds of either series so issued shall have the same form and terms (other than the offering price, the date of issuance and, under certain circumstances, the date from which interest thereon shall begin to accrue and the first Series QQ Payment Date or Series RR Payment Date, as applicable) as the bonds of such series previously issued and shall form a single series of first mortgage bonds under the indenture with the previously issued bonds of such series.

The bonds of each series initially will be issued in book-entry form and will be represented by one or more global securities deposited with, or on behalf of, The Depository Trust Company, as depositary, and registered in the name of Cede & Co., its nominee. This means that you will not be entitled to receive a certificate for the bonds that you purchase except under the limited circumstances described under the caption Global Securities of the accompanying prospectus.

If the bonds of either series are in book-entry form, we will make payments to the depositary or its nominee, as the registered holder of such series of bonds, by wire transfer of immediately available funds. If bonds of either series are issued in definitive certificated form under the limited circumstances described under the caption Global Securities in the accompanying prospectus, we will have the option of paying interest on such series of bonds in definitive certificated form by check mailed to the addresses of the persons entitled to payment or by wire transfer to bank accounts in the United States designated in writing to the trustee at least 15 days before any Series QQ Payment Date or Series RR Payment Date, as applicable, by the persons entitled to payment.

We will maintain a paying agent and transfer agent for the bonds of each series in San Francisco, California and, if bonds are issued in certificated form under the limited circumstances described above, in the Borough of Manhattan, The City of New York. The trustee will act as initial paying agent and transfer agent for the bonds through its offices in San Francisco, California.

UNDERWRITING (CONFLICTS OF INTEREST)

Under the terms and subject to the conditions contained in an underwriting agreement, the underwriters named below, for whom Mizuho Securities USA Inc., BNP Paribas Securities Corp., CastleOak Securities, L.P., Credit Agricole Securities (USA) Inc. and UBS Securities LLC are acting as representatives, have agreed, severally and not jointly, to purchase, and we have agreed to sell to them, severally and not jointly, the respective principal amount of the bonds set forth opposite their respective names below.

Underwriter	Principal Amount of Series QQ Bonds	Principal Amount of Series RR Bonds
Mizuho Securities USA Inc.	$ 46,875,000	$ 65,625,000
BNP Paribas Securities Corp.	46,875,000	65,625,000
CastleOak Securities, L.P.	31,250,000	43,750,000
Credit Agricole Securities (USA) Inc.	46,875,000	65,625,000
UBS Securities LLC	46,875,000	65,625,000
Great Pacific Securities	5,625,000	7,875,000
Mischler Financial Group, Inc.	5,625,000	7,875,000
SMBC Nikko Securities America, Inc.	20,000,000	28,000,000
Total	$ 250,000,000	$ 350,000,000

The underwriting agreement provides that the obligation of the several underwriters to pay for and accept delivery of the bonds is subject to the approval of certain legal matters by their counsel and to certain other conditions. The underwriters are obligated to take and pay for all the bonds if any are taken. The offering of the bonds by the underwriters is subject to receipt and acceptance and to the underwriters right to reject any order in whole or in part.

We have been advised by the underwriters that the underwriters propose to offer each series of bonds to the public at the applicable initial public offering price set forth on the cover page of this prospectus supplement and to certain dealers at such price less a concession not in excess of 0.200% of the principal amount per Series QQ bond and not in excess of 0.400% of the principal amount per Series RR bond. The underwriters may allow, and such dealers may reallow, a concession not in excess of 0.150% of the principal amount of the Series QQ bonds and not in excess of 0.250% of the principal amount of the Series RR bonds on sales to certain other dealers. After the initial public offering, the prices to investors and concessions may be changed.

The bonds of each series are a new issue of securities with no established trading market. There can be no assurance of a secondary market for either series of bonds or the continued liquidity of such market if one develops. The underwriters have informed us that they intend to make a market in each series of bonds but are under no obligation to do so and such market making may be terminated at any time without notice.

In order to facilitate the offering of the bonds, the representatives of the underwriters, or any of their respective affiliates, may engage in transactions that stabilize, maintain or otherwise affect the market prices of the bonds. Specifically, the underwriters may overallot in connection with the offering, creating a short position in either or both series of bonds for their own account. In addition, to cover overallotments or to stabilize the prices of the bonds, the representatives may bid for, and purchase, either or both series of bonds in the open market. Any of these activities may stabilize or maintain the market prices of such bonds above independent market levels. The underwriters are not required to engage in these activities, and may end any of these activities at any time.

The underwriters also may impose a penalty bid. This occurs when a particular underwriter repays to the underwriters a portion of the underwriting discount received by it because the representatives have repurchased bonds sold by or for the account of such underwriter in stabilizing or short covering transactions.

These activities by the underwriters may stabilize, maintain or otherwise affect the market prices of the bonds. As a result, the market prices of the bonds may be higher than the prices that otherwise might exist in the

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open market. If these activities are commenced, they may be discontinued by the underwriters at any time. These transactions may be effected in the over-the-counter market or otherwise.

Neither we nor any of the underwriters makes any representation or prediction as to the direction or magnitude of any effect that any of the transactions described above may have on the market prices of the bonds. In addition, neither we nor any of the underwriters makes any representation that the transactions will be engaged in or that the transactions, once commenced, will not be discontinued without notice.

The underwriters and their respective affiliates are full service financial institutions engaged in various activities, which may include securities trading, commercial and investment banking, financial advisory, investment management, investment research, principal investment, hedging, financing and brokerage activities. Some or all of the underwriters and/or their affiliates have acted and/or are acting as lenders to, and/or have performed and/or are performing certain investment banking, advisory, general financing, trustee and commercial banking and other commercial transactions and services for, us and/or our affiliates, from time to time, for which they have received and in the future may receive customary fees and expenses. The underwriters and their affiliates may from time to time engage in other transactions with or perform other services for us and our affiliates in the ordinary course of their business for which they receive customary fees and expenses.

In addition, in the ordinary course of their business activities, the underwriters and their respective affiliates may make or hold a broad array of investments and actively trade debt and equity securities (or related derivative securities) and financial instruments (including bank loans) for their own account and for the accounts of their customers, and such investment and securities activities may involve securities and/or instruments of ours or our affiliates. If any of the underwriters or their affiliates has a lending relationship with us, certain of those underwriters or their affiliates may routinely hedge, and certain other of the underwriters or their affiliates may hedge, their credit exposure to us consistent with their customary risk management policies. Typically, such underwriters and their affiliates would hedge such exposure by entering into transactions which may consist of either the purchase of credit default swaps or the creation of short positions in our securities, including potentially the bonds offered hereby. Any such credit default swaps or short positions could adversely affect future trading prices of the bonds offered hereby. The underwriters and their affiliates may also make investment recommendations and/or publish or express independent research views in respect of such securities or financial instruments and may hold, or recommend to clients that they acquire, long and/or short positions in such securities and instruments.

We have agreed to indemnify the several underwriters against certain liabilities, including civil liabilities under the Securities Act of 1933, as amended, or contribute to payments which the underwriters may be required to make in respect thereof.

Expenses payable by us in connection with the offering of the bonds, excluding underwriting discounts, are estimated at $500,000.

Conflicts of Interest

As described in this prospectus supplement under Use of Proceeds , net proceeds of this offering will be used to repay outstanding commercial paper. To the extent that net proceeds from this offering are applied to repay commercial paper or any of our other indebtedness held by any of the underwriters or their affiliates, they will receive proceeds of this offering through the repayment of that commercial paper or other indebtedness, as applicable. If 5% or more of the net proceeds of this offering (not including underwriting discounts) is used to repay commercial paper or other indebtedness held by at least one of the underwriters or their affiliates, this offering will be conducted in accordance with FINRA Rule 5121. In such event, such underwriter or underwriters will not confirm sales of the bonds to accounts over which they exercise discretionary authority without the prior written approval of the customer.

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LEGAL MATTERS

Latham & Watkins LLP will pass upon the validity of the bonds and various other legal matters relating to the issuance and sale of the bonds on behalf of Southern California Gas Company. Sharon Tomkins, Vice President and General Counsel of Southern California Gas Company, will pass upon certain other legal matters relating to the issuance and sale of the bonds on behalf of Southern California Gas Company. Sidley Austin LLP, San Francisco, California, will act as counsel for the underwriters. Sidley Austin LLP from time to time represents Sempra Energy and certain of its subsidiaries in connection with certain legal matters.

EXPERTS

The consolidated financial statements incorporated in the accompanying prospectus by reference from Southern California Gas Company s Annual Report on Form 10-K for the year ended December 31, 2014 and the effectiveness of Southern California Gas Company s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated therein by reference. Such financial statements have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

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PROSPECTUS

$2,000,000,000

SOUTHERN CALIFORNIA GAS COMPANY

Senior Unsecured Debt Securities

First Mortgage Bonds

Preferred Stock

We may offer and sell senior debt securities, first mortgage bonds and preferred stock from time to time in one or more offerings. The senior debt securities, the first mortgage bonds and the preferred stock are collectively referred to in this prospectus as the offered securities. This prospectus provides you with a general description of the offered securities.

Each time we sell offered securities we will provide a supplement to this prospectus that contains specific information about the offering and the terms of the particular offered securities being offered at that time. The supplement may also add, update or change information contained in this prospectus. You should carefully read this prospectus and the accompanying prospectus supplement before you invest in any of the offered securities.

Investing in the offered securities involves risks. See the information under the heading Risk Factors on page 2 of this prospectus, and any similar section contained in the applicable prospectus supplement concerning factors you should consider before investing in the offered securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 16, 2012

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ABOUT THIS PROSPECTUS

This prospectus is part of a shelf registration statement that we filed with the United States Securities and Exchange Commission, or the SEC. By using a shelf registration statement, we may sell up to $2,000,000,000 aggregate offering price of any combination of the offered securities described in this prospectus from time to time and in one or more offerings. This prospectus only provides you with a general description of the offered securities that we may offer. Each time we sell offered securities, we will provide a supplement to this prospectus that contains specific information about the particular terms of the offered securities being offered at that time. The supplement may also add, update or change information contained in this prospectus. Before purchasing any securities, you should carefully read both this prospectus and the accompanying prospectus supplement, together with the additional information described under the heading Where You Can Find More Information; Incorporation by Reference.

You should rely only on the information contained or incorporated by reference in this prospectus and in the accompanying prospectus supplement. We have not authorized any other person to provide you with different information. If anyone provides you with different or inconsistent information, you should not rely on it. We will not make an offer to sell the offered securities in any jurisdiction where the offer or sale is not permitted. You should assume that the information appearing in this prospectus and the accompanying prospectus supplement is accurate only as of the dates on their respective covers. Our business, financial condition, results of operations and prospects may have changed since those dates.

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SOUTHERN CALIFORNIA GAS COMPANY

We are the nation s largest natural gas distribution utility and an indirect subsidiary of Sempra Energy, a California-based Fortune 500 energy services holding company. For additional information concerning us, you should refer to the information described under the caption Where You Can Find More Information; Incorporation by Reference in this prospectus.

Our offices are located at 555 West Fifth Street, Los Angeles, California 90013 and our telephone number is (213) 244-1200. Our web site is www.socalgas.com. This reference to our web site is not an active hyperlink and the information found on our web site does not constitute a part of this prospectus.

The terms we, our and us are used in this document for purposes of convenience and, unless otherwise expressly stated, are intended to refer to Southern California Gas Company and/or its subsidiaries, either individually or collectively, as the context may require.

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RISK FACTORS

Investment in any securities offered pursuant to this prospectus involves risks. You should carefully consider the risk factors incorporated by reference to our most recent Annual Report on Form 10-K, any subsequent Quarterly Reports on Form 10-Q or Current Reports on Form 8-K and all other information contained or incorporated by reference into this prospectus, as updated by our subsequent filings under the Securities Exchange Act of 1934, as amended, and the risk factors and other information contained in the applicable prospectus supplement before acquiring any of such securities. The occurrence of any of these risks might cause you to lose all or part of your investment in the offered securities.

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USE OF PROCEEDS

Unless stated otherwise in the applicable prospectus supplement, we will use the net proceeds from the sale of the offered securities to expand and improve our utility plant, to refund and retire indebtedness, for working capital and other general corporate purposes and to replenish funds previously expended for these purposes.

RATIO OF EARNINGS TO FIXED CHARGES AND PREFERRED STOCK DIVIDENDS

The following table sets forth the ratio of our earnings to fixed charges and to combined fixed charges and preferred stock dividends for each of the years in the five-year period ended December 31, 2011 and for the six months ended June 30, 2012:

	Years Ended December 31,					Six Months Ended June 30,
	2011	2010	2009	2008	2007	2012
Ratio of earnings to fixed charges	6.51	7.24	6.56	6.75	6.20	5.82
Ratio of earnings to combined fixed charges and preferred stock dividends	6.35	7.05	6.39	6.55	6.04	5.54

We determine the ratio of earnings to fixed charges by dividing (a) the sum of pretax income from continuing operations (less capitalized interest) and fixed charges by (b) fixed charges consisting of all interest expense (before allowances for borrowed funds used during construction), a portion of rent expenses which approximates the interest component of such expense, and amortization of debt issuance costs.

We determine the ratio of earnings to combined fixed charges and preferred stock dividends by dividing (a) the sum of pretax income from continuing operations (less capitalized interest) and fixed charges by (b) the sum of (i) fixed charges consisting of all interest expense (before allowances for borrowed funds used during construction), a portion of rent expenses which approximates the interest component of such expense, and amortization of debt issuance costs and (ii) preferred stock dividends.

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DESCRIPTION OF OFFERED SECURITIES

The following is a general description of the terms and provisions of the offered securities. These summaries are not meant to be a complete description of each offered security. This prospectus and any prospectus supplement will contain the material terms and conditions for each offered security. A prospectus supplement may add, update or change the terms and conditions of the offered securities as described in this prospectus. For more information about the offered securities, please refer to:

- the indenture between us and U.S. Bank National Association, as successor trustee, relating to the issuance of each series of senior debt securities by us (the senior indenture);

- the first mortgage indenture between us and U.S. Bank National Association, as successor trustee, relating to the issuance of each series of first mortgage bonds by us, as amended by supplemental indentures dated as of August 1, 1955, December 1, 1956, June 1, 1965, August 1, 1972, May 1, 1976 and September 15, 1981, respectively (as so supplemented, the mortgage bond indenture); and