

ENTERGY MISSISSIPPI INC
Form 8-A12B/A
September 08, 2016

FORM 8 A
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934

Entergy Mississippi, Inc.
(Exact name of registrant as specified in its charter)
Mississippi 1-31508 64-0205830
(State of incorporation or (Commission File Number) (I.R.S. Employer
organization) Identification No.)
308 East Pearl Street
Jackson, Mississippi 39201
(601) 368-5000
(Address of principal executive offices, including zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

Name of each exchange on
Title of each class which
to be so registered each class is to be so
registered

First Mortgage
Bonds, 4.90% New York Stock Exchange
Series Due
October 1, 2066

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: 333-213335-02
(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: None

The Commission is respectfully requested to send copies of all notices, orders and communications to:

Mark G. Otts, Esq. Kimberly M. Reisler, Esq.
Entergy Services, Inc. Morgan, Lewis & Bockius
639 Loyola Avenue LLP
New Orleans, Louisiana 70113 101 Park Avenue
(504) 576 5228 10178-0060
(212) 309 6289

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INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1. Description of Registrant's Securities to be Registered.

The securities to be registered hereby are the First Mortgage Bonds, 4.90% Series due October 1, 2066 (the "Bonds") of Entergy Mississippi, Inc. (the "Company"), a Mississippi corporation.

A description of the Bonds is contained in the Prospectus included in the Company's Registration Statement on Form S-3, Registration Statement File No. 333-213335-02, which was filed as an automatic shelf registration statement and was effective upon its filing with the Securities and Exchange Commission on August 26, 2016, as supplemented by a Preliminary Prospectus Supplement dated September 8, 2016 and a Prospectus Supplement dated September 8, 2016, each relating to the Bonds and filed pursuant to Rule 424(b) under the Securities Act of 1933. Such description, as so supplemented, is incorporated herein by reference.

Item 2. Exhibits.

The Bonds described herein are to be listed on the New York Stock Exchange. Accordingly, the following exhibits required in accordance with Part II to the instructions as to exhibits to Form 8-A have been duly filed with the New York Stock Exchange.

| Exhibit | Description | Method of Filing |
|---------|--|--|
| 1* | Mortgage and Deed of Trust, dated as of February 1, 1988, between Entergy Mississippi, Inc. and The Bank of New York Mellon, as successor trustee. | Exhibit 4(e)(1) to Entergy Mississippi, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2015 in File No. 1-31508. |
| 2* | Form of Supplemental Indenture relating to the Entergy Mississippi, Inc. first mortgage bonds. | Exhibit 4.46 to Entergy Mississippi, Inc.'s Registration Statement on Form S-3 in File No. 333-213335-02. |

* Previously filed as indicated and incorporated herein by reference.

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

ENTERGY MISSISSIPPI, INC.

Dated: September 8, 2016

By: /s/ Steven C. McNeal

Name: Steven C. McNeal

Title: Vice President and Treasurer

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