

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): September 10, 2019

<i>Commission File Number</i>	<i>Exact name of registrant as specified in its charter, address of principal executive offices and telephone number, including area code</i>	<i>State or other jurisdiction of incorporation</i>	<i>I.R.S. Employer Identification No.</i>
0-49807	Washington Gas Light Company 1000 Maine Ave., SW Washington, D.C. 20024 (703) 750-4440	District of Columbia and Virginia	53-0162882

Former name or former address, if changed since last report: N/A

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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

The information disclosed in Item 2.03 of this Current Report on Form 8-K regarding the Agent Accession Letter (as defined below) is incorporated herein by reference.

ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT.

On September 10, 2019, Washington Gas Light Company (the “Company”) entered into (i) an Agent Accession Letter (the “Agent Accession Letter”) to the Distribution Agreement, dated January 8, 2019, between the Company and BB&T Capital Markets, a division of BB&T Securities, LLC (“BB&T”), with MUFG Securities Americas Inc., TD Securities (USA) LLC, CIBC World Markets Corp., RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc. and The Williams Capital Group, L.P. (collectively with BB&T, the “Agents”) and (ii) a Terms Agreement with MUFG Securities Americas Inc., TD Securities (USA) LLC, as representatives of the Agents (the “Terms Agreement”), and, pursuant to which the Company offered \$300,000,000 aggregate principal amount of 3.65% Medium Term Notes, Series L due September 15, 2049 (the “Notes”) under its medium-term notes program. The Notes were offered to the public at 99.494% of par, and proceeds to the Company, net of commissions, were \$296,232,000 (excluding expenses). The Notes were registered under the Securities Act of 1933, as amended, pursuant to a shelf registration statement on Form S-3 (File No. 333-224669) filed by the Company.

As described in the Terms Agreement, the Notes are subject to redemption at the Company’s option at any time in whole or from time to time in part, at a redemption price equal to the greater of (i) 100% of the principal amount thereof or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in the Terms Agreement) plus a make-whole call premium of 25 basis points, plus, in either such case, accrued and unpaid interest on the principal of such Notes to, but excluding, the date of redemption. At any time on and after March 15, 2049, the Company may redeem the Notes on any date or dates, in whole or from time to time in part, at 100% of the principal amount of such Notes, plus accrued and unpaid interest on the principal amount of such Notes to, but excluding, the date of redemption.

The Notes were issued pursuant to that certain Indenture (the “Base Indenture”), dated as of September 1, 1991, as amended by that certain Supplemental Indenture (the “Supplemental Indenture”), dated as of September 1, 1993, each between the Company and The Bank of New York Mellon (formerly known as The Bank of New York), as trustee. The offering of the Notes closed on September 13, 2019.

The foregoing descriptions of the Agent Accession Letter, the Terms Agreement, the Indenture, the Supplemental Indenture and the Notes are not complete and are qualified in their entirety by reference to the full text of the Agent Accession Letter, the Terms Agreement, the Base Indenture, the Supplemental Indenture and the Form of Unsecured Note, copies of which are filed as Exhibits 1.1, 1.2, 4.1, 4.2 and 4.3, respectively, to this Current Report on Form 8-K and are incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

The following exhibits are furnished herewith:

<u>Exhibit No.</u>	<u>Description</u>
1.1*	Agent Accession Letter, dated September 10, 2019, among Washington Gas Light Company, MUFG Securities Americas Inc., TD Securities (USA) LLC, CIBC World Markets Corp., RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc. and The Williams Capital Group, L.P.
1.2*	Terms Agreement, dated September 10, 2019, between Washington Gas Light Company, MUFG Securities Americas Inc. and TD Securities (USA) LLC, as representatives of the agents.
4.1	Indenture, dated September 1, 1991, between Washington Gas Light Company and The Bank of New York (incorporated by reference to Exhibit 4 to Form 8-K, dated September 19, 1991, in File No. 1-1483).
4.2	Supplemental Indenture to Indenture, dated September 1, 1993, between Washington Gas Light Company and The Bank of New York (incorporated by reference to Exhibit 4 to Form 8-K, dated September 1, 1993, in File No. 1-1483).
4.3	Form of Unsecured Notes (incorporated by reference to Exhibit 4.2/4.3 to Form 8-K, dated September 19, 1991, in File No. 1-1483).
5.1*	Opinion of Karen M. Hardwick, Esquire.
23.1*	Consent of Karen M. Hardwick, Esquire (included in Exhibit No. 5.1).

*Filed herewith

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.

Date: September 16, 2019

Washington Gas Light Company

(Registrant)

/s/ Gunnar J. Gode

Gunnar J. Gode

Vice President & Controller
(Principal Accounting Officer)

AGENT ACCESSION LETTER

September 10, 2019

MUFG Securities Americas Inc.
1221 Avenue of the Americas
New York, New York 10020
Attention: Capital Markets Group
Tel: (212) 405-7400
Fax: (646) 434-3455

TD Securities (USA) LLC
31 West 52nd Street
New York, New York 10019
Attention: Danielle Devereaux
Tel: (212) 827-7364
Fax: (212) 849-6180

CIBC World Markets Corp.
300 Madison Avenue
New York, New York 10017
Attention: Execution Management
Tel: (212) 856-3751
Fax: (212) 885-4348

RBC Capital Markets, LLC
Brookfield Place
200 Vesey Street
New York, New York 10281
Attention: Transaction Management Group
Tel: (866) 375-6829
Fax: (212) 428-6308

U.S. Bancorp Investments, Inc.
214 N. Tryon Street, 26th Floor
CN-NCH26V
Charlotte, North Carolina 28202
Attention: High Grade Syndicate
Tel: (877) 558-2607
Fax: (877) 774-3462

The Williams Capital Group, L.P.
650 Fifth Avenue, 11th Floor
New York, New York 10019
Attention: David A. Finkelstein
Tel: (212) 830-4536
Fax: (212) 830-4525

Dear Ladies and Gentlemen:

Washington Gas Light Company, a District of Columbia and Virginia corporation (the “**Company**”), has previously entered into a Distribution Agreement, dated January 8, 2019 (the “**Distribution Agreement**”), between the Company and BB&T Capital Markets, a division of BB&T Securities, LLC (the “**Existing Agent**”), with respect to the proposed issue and sale by the Company of up to \$725,000,000 aggregate principal amount of its Medium-Term Notes, Series L (the “**Notes**”). The Company proposes to issue the Notes under its Indenture, as supplemented (the “**Indenture**”), dated as of September 1, 1991, with The Bank of New York Mellon, as trustee (the “**Indenture Trustee**”). The Distribution Agreement permits the Company to appoint one or more additional persons to act as Agent with respect to the Notes, on terms substantially the same as those contained in the Distribution Agreement. A copy of the Distribution Agreement, including the Procedures with respect to the issuance of the Notes attached thereto as Exhibit A, is attached hereto.

In accordance with Section 2(c) of the Distribution Agreement, we hereby confirm that, with effect from the date hereof, each of you shall become a party to, and an Agent under, the Distribution Agreement, vested with all the authority, rights and powers, and subject to all duties and obligations of an Agent as if originally named as such under the Distribution Agreement.

Except as otherwise expressly provided herein, all terms used herein which are defined in the Distribution Agreement shall have the same meanings as in the Distribution Agreement. Your obligation to act as Agent hereunder shall be subject to you having received copies of the most recent documents (including any prior documents referred to therein) previously delivered to the Existing Agents pursuant to Sections 4 and 5 of the Distribution Agreement and letters from the counsel referred to in Section 5 of the Distribution Agreement and the Company's prior independent auditors that audited the Company's financial statements for the fiscal year ended September 30, 2018 and the Company's current independent auditors, in each case, entitling you to rely on their respective opinions and comfort letters delivered pursuant to the Distribution Agreement (to the extent such opinions and comfort letters do not, by their terms permit you as an Additional Agent to rely on them).

By your signature below, you confirm that such documents are to your satisfaction. For purposes of Schedule I of the Distribution Agreement, you confirm that your notice details are as set forth immediately beneath your signature.

Each of the parties to this letter agrees to perform its respective duties and obligations specifically provided to be performed by each of the parties in accordance with the terms and provisions of the Distribution Agreement and the Procedures, as amended or supplemented hereby.

Notwithstanding anything in the Distribution Agreement to the contrary, except as otherwise provided in a Terms Agreement with respect to a particular offering of Notes, the obligations of each of the Existing Agent and the Additional Agents under Section 8 of the Distribution Agreement are several and not joint, and in no case shall any Existing Agent or Additional Agent (except as may be provided in any agreement among them) be responsible under Section 8(d) of the Distribution Agreement to contribute any amount in excess of the commissions received by such Existing Agent or Additional Agent from the offering of the Notes.

This Agreement will be governed by and construed in accordance with the laws of the State of New York applicable to contracts made and to be performed within the State of New York. This Agreement may be executed in one or more counterparts and the executed counterparts taken together shall constitute one and the same agreement.

If the foregoing correctly sets forth the agreement among the parties hereto, please indicate your acceptance hereof in the space provided for that purpose below.

[Signature Page Follows]

Very truly yours,

Washington Gas Light Company

By: /s/ Douglas I. Bonawitz

Name: Douglas I. Bonawitz

Title: Senior Vice President, Chief Financial
Officer & Treasurer

[Signature Page to Agent Accession Letter]

CONFIRMED AND ACCEPTED, as of the date first above written

MUFG Securities Americas Inc.

By: /s/ Richard Testa
Name: Richard Testa
Title: Managing Director

TD Securities (USA) LLC

By: /s/ Luiz Lanfredi
Name: Luiz Lanfredi
Title: Director

CIBC World Markets Corp.

By: /s/ Jeff Wilson
Name: Jeff Wilson
Title: Executive Director

RBC Capital Markets, LLC

By: /s/ Scott G. Primrose
Name: Scott G. Primrose
Title: Authorized Signatory

U.S. Bancorp Investments, Inc.

By: /s/ Craig Anderson
Name: Craig Anderson
Title: Managing Director

The Williams Capital Group, L.P.

By: /s/ David Finkelstein
Name: David Finkelstein
Title: Assistant Vice President

[Signature Page to Agent Accession Letter]

TERMS AGREEMENT

Washington Gas Light Company
1000 Maine Avenue, S.W.
Washington, D.C. 20024

Attention:

Subject in all respects to the terms and conditions of the Distribution Agreement, dated January 8, 2019 between BB&T Capital Markets, a division of BB&T Securities, LLC and Washington Gas Light Company (the “**Company**”), as supplemented by that certain Agent Accession Letter, dated September 10, 2019, among MUFG Securities Americas Inc., TD Securities (USA) LLC, CIBC World Markets Corp., RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc., The Williams Capital Group, L.P. and the Company (the “**Distribution Agreement**”), the undersigned agrees to purchase the following principal amount of the Company’s Medium-Term Notes, Series L (the “**Notes**”):

Aggregate Principal Amount: \$300,000,000

Security: Medium Term Notes, Series L

Coupon Rate: 3.65%

Maturity Date: September 15, 2049

Interest Payment Dates: March 15 and September 15 of each year, commencing on March 15, 2020

Issue Price: 99.494% of the Principal Amount

Purchase Price: 98.744% of the Principal Amount

Applicable Time: 3:30 p.m. (New York City time) on September 10, 2019

Anticipated Ratings: A2 (negative) / BBB+ (negative) /A (stable) (Moody’s/ S&P/ Fitch)

Settlement Date: September 13, 2019

Book-Running Managers: MUFG Securities Americas Inc., TD Securities (USA) LLC and BB&T Capital Markets, a division of BB&T Securities, LLC

Co-Managers: CIBC World Markets Corp., RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc. and The Williams Capital Group, L.P.

Redemption: Prior to March 15, 2049, the Notes may be redeemed at the Company’s option on any date or dates, in whole or from time to time in part, at a redemption price, to be calculated by

the Company, which may be determined as the greater of (i) 100% of the principal of such Notes; or (ii) the sum of the present values of the remaining scheduled payments of principal and interest thereon (exclusive of interest accrued to the date of redemption) discounted to the redemption date on a semiannual basis (assuming a 360-day year consisting of twelve 30-day months) at the Treasury Rate (as defined in Pricing Supplement No. 2) plus 25 basis points, plus, in either such case, accrued and unpaid interest on the principal of such Notes to, but excluding, the date of redemption.

At any time on and after March 15, 2049, the Notes may be redeemed at the Company's option on any date or dates, in whole or from time to time in part, at 100% of the principal of such Notes, plus accrued and unpaid interest on the principal of such Notes to, but excluding, the date of redemption.

Method of Payment: Federal funds wire

Modification, if any, in the requirements to deliver the documents specified in Section 6(b) of the Distribution Agreement: None.

Period during which additional Notes may not be sold pursuant to Section 4(m) of the Distribution Agreement: None.

Recognition of the U.S. Special Resolution Regimes:

(a) In the event that any Agent that is a Covered Entity (as defined below) becomes subject to a proceeding under a U.S. Special Resolution Regime (as defined below), the transfer from such Agent of this Agreement, and any interest and obligation in or under this Agreement, will be effective to the same extent as the transfer would be effective under the U.S. Special Resolution Regime if this Agreement, and any such interest and obligation, were governed by the laws of the United States or a state of the United States.

(b) In the event that any Agent that is a Covered Entity or a BHC Act Affiliate (as defined below) of such Agent becomes subject to a proceeding under a U.S. Special Resolution Regime, Default Rights (as defined below) under this Agreement that may be exercised against such Agent are permitted to be exercised to no greater extent than such Default Rights could be exercised under the U.S. Special Resolution Regime if this Agreement were governed by the laws of the United States or a state of the United States.

As used herein:

“**BHC Act Affiliate**” has the meaning assigned to the term “affiliate” in, and shall be interpreted in accordance with, 12 U.S.C. § 1841(k).

“**Covered Entity**” means any of the following:

- (i) a “covered entity” as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 252.82(b);
- (ii) a “covered bank” as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 47.3(b); or
- (iii) a “covered FSI” as that term is defined in, and interpreted in accordance with, 12 C.F.R. § 382.2(b).

“**Default Right**” has the meaning assigned to that term in, and shall be interpreted in accordance with, 12 C.F.R. §§ 252.81, 47.2 or 382.1, as applicable.

“**U.S. Special Resolution Regime**” means each of (i) the Federal Deposit Insurance Act and the regulations promulgated thereunder and (ii) Title II of the Dodd-Frank Wall Street Reform and Consumer Protection Act and the regulations promulgated thereunder.

This Agreement shall be governed by and construed in accordance with the laws of New York.

Remainder of this page intentionally left blank.

MUFG SECURITIES AMERICAS INC.

By: /s/ Richard Testa

Name: Richard Testa

Title: Managing Director

TD SECURITIES (USA) LLC

By: /s/ Luiz Lanfredi

Name: Luiz Lanfredi

Title: Director

As Representatives of the Agents

Accepted: September 10, 2019

WASHINGTON GAS LIGHT COMPANY

By: /s/ Douglas I. Bonawitz

Name: Douglas I. Bonawitz

Title: Senior Vice President,

Chief Financial Officer & Treasurer

Signature Page to Terms Agreement

September 16, 2019

Washington Gas Light Company
1000 Maine Avenue, S.W.
Washington, D.C. 20024

Re: Medium-Term Notes, Series L

Ladies and Gentlemen:

As Senior Vice President and General Counsel of Washington Gas Light Company (the “Company”), I submit this opinion of counsel in connection with the Registration Statement on Form S-3 (File No. 333-224669) (the “Registration Statement”) filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), including the base prospectus, dated May 10, 2018, contained therein (the “Base Prospectus”), that became effective under the Securities Act on May 10, 2018.

Pursuant to (1) the Registration Statement, including the Base Prospectus, as supplemented by Pricing Supplement No. 2, dated September 10, 2019, filed with the Commission under the Securities Act pursuant to Rule 424(b) under the Securities Act (as supplemented, the “Prospectus”), (2) the Distribution Agreement, dated January 8, 2019, among the Company and BB&T Capital Markets, a division of BB&T Securities, LLC (“BB&T”), as supplemented by that certain Agent Accession Letter, dated September 10, 2019, among the Company and MUFG Securities Americas Inc., TD Securities (USA) LLC, CIBC World Markets Corp., RBC Capital Markets, LLC, U.S. Bancorp Investments, Inc. and The Williams Capital Group, L.P. (collectively with BB&T, the “Agents”) (as supplemented, the “Distribution Agreement”), (3) the Terms Agreement, dated September 10, 2019, between MUFG Securities Americas Inc. and TD Securities (USA) LLC, as representatives of the Agents, and the Company (the “Terms Agreement”) and (4) the Indenture, dated as of September 1, 1991 (the “Base Indenture”), as amended and supplemented by the Supplemental Indenture, dated as of September 1, 1993 (the “Supplemental Indenture” and, together with the Base Indenture, the “Indenture”), in each case by and between the Company and The Bank of New York Mellon, as trustee (the “Trustee”), on September 13, 2019, the Company issued \$300,000,000 in aggregate principal amount of 3.65% Medium Term Notes, Series L due September 15, 2049 (the “Notes”).

To the extent that the obligations of the Company with respect to the Notes may be dependent upon such matters, I assume for purposes of this opinion that the Trustee is duly organized, validly existing and in good standing under the laws of its jurisdiction of organization; the Trustee is duly qualified to engage in the activities contemplated by the Indenture; the Indenture has been duly authorized, executed and delivered by the Trustee and constitute the legal, valid and binding obligation of the Trustee enforceable against the Trustee in accordance with its terms; the Trustee is in compliance with respect to performance of its obligations under the Indenture, with all applicable laws, rules and regulations; and the Trustee has the requisite organizational and legal power and authority to perform its obligations under the Indenture.

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the Prospectus, other than as expressly stated herein with respect to the Notes.

Based on the foregoing, I am of the opinion that the Notes, when authenticated by the Trustee in accordance with the provisions of the Indenture and delivered to and paid for by the Agents pursuant to the Distribution Agreement and the Terms Agreement, will be validly issued and will constitute legal, valid and binding obligations of the Company, except as the same may be limited by and subject to: (a) bankruptcy, insolvency, fraudulent conveyance and transfer, receivership, conservatorship, reorganization, arrangement, moratorium or other similar laws relating to or affecting the rights of creditors generally; (b) general principles of equity (whether considered in a proceeding in equity or at law); and (c) concepts of materiality, reasonableness, good faith and fair dealing and the discretion of the court before which any matter may be brought.

I hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K, filed on September 16, 2019, for incorporation by reference into the above-referenced Registration Statement, and to the reference to the use of my name therein and in the Prospectus, and in any amendment or supplement thereto. In giving my consent, I do not thereby admit that I am within the category of persons whose consent is required by Section 7 of the Securities Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Karen M. Hardwick

Karen M. Hardwick
Senior Vice President and General Counsel