

XCEL ENERGY INC  
Form S-8 POS  
August 30, 2016

As filed with the Securities and Exchange Commission on August 30, 2016

Registration No. 333-185610

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**POST-EFFECTIVE AMENDMENT NO. 1 TO**  
**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**XCEL ENERGY INC.**

**(Exact name of registrant as specified in its charter)**

**Minnesota**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**41-0448030**  
**(I.R.S. Employer**  
**Identification No.)**

**401 Nicollet Mall**  
**Minneapolis, Minnesota** **55401**  
(Address of registrant's principal executive offices) (Zip code)  
**Nuclear Management Company, LLC NMC Savings and Retirement Plan**  
(Full title of the plan)

<b>BEN FOWKE</b> <b>Chairman, President and Chief Executive Officer</b> <b>Xcel Energy Inc.</b> <b>401 Nicollet Mall</b> <b>Minneapolis, Minnesota 55401</b> <b>(612) 330-5500</b>	<b>ROBERT FRENZEL</b> <b>Executive Vice President and Chief Financial Officer</b> <b>Xcel Energy Inc.</b> <b>401 Nicollet Mall</b> <b>Minneapolis, Minnesota 55401</b> <b>(612) 330-5500</b>
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(Names and address, including zip code, and telephone number, including area code, of agents for service)

*Copy to:*

**SCOTT WILENSKY**  
**Executive Vice President and General Counsel**  
**Xcel Energy Inc.**  
**401 Nicollet Mall**  
**Minneapolis, Minnesota 55401**  
**(612) 330-5500**  
(Name and address of agent for service)

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. (Check one):

Large accelerated filer <input checked="" type="checkbox"/>	Accelerated filer <input type="checkbox"/>
Non-accelerated filer <input type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>



**EXPLANATORY NOTE**

Xcel Energy Inc. hereby amends its Registration Statement on Form S-8 (Registration No. 333-185610) by filing this Post-Effective Amendment No. 1 to such Registration Statement to reflect that the Nuclear Management Company, LLC NMC Savings and Retirement Plan (the Plan ) was amended and restated, effective as of January 1, 2015 (except as noted in the Plan), to amend certain administrative and payment provisions under the Plan and to file a copy of the Plan, as amended and restated to date. No additional securities are being registered hereby.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 8. Exhibits**

<b>Exhibit Number</b>	<b>Description</b>
5.01*	Opinion of Counsel regarding legality of shares
23.01*	Consent of Deloitte & Touche
23.02*	Consent of Counsel (included in Exhibit 5.01)
24.01**	Powers of Attorney (Exhibit 24.01 to Form 10-K of Xcel Energy file number 001-03034, for the year ended December 31, 2015)
99.01	Nuclear Management Company, LLC NMC Savings and Retirement Plan (as amended and restated effective as of Jan. 1, 2015)

\* Previously filed

\*\* Incorporated by reference

The Registrant undertakes that it will submit or has submitted the Plans and any amendments thereto to the Internal Revenue Service (the IRS ) in a timely manner and has made or will make all changes required by the IRS in order to qualify the Plans under Section 401 of the Internal Revenue Code.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota, on the 30<sup>th</sup> day of August, 2016.

Xcel Energy Inc.

By: /s/ Robert Frenzel  
 Robert Frenzel  
 Executive Vice President and Chief  
 Financial Officer

Pursuant to the requirements of the Securities Act, this registration statement has been signed below by the following persons in the capacities and on the date listed above:

Signature	Title
*	
Ben Fowke	Chairman, President, Chief Executive Officer, and Director (Principal Executive Officer)
/s/ Robert Frenzel Robert Frenzel	Executive Vice President and Chief Financial Officer (Principal Financial Officer)
/s/ Jeffrey S. Savage Jeffrey S. Savage	Senior Vice President and Controller (Principal Accounting Officer)
*	Director
Gail Koziara Boudreaux	
*	Director
Richard K. Davis	
*	Director
Richard T. O'Brien	
*	Director
Christopher J. Policinski	
*	Director
James T. Prokopanko	
*	Director
A. Patricia Sampson	

Signature	Title
* James J. Sheppard	Director
* David A Westerlund	Director
* Kim Williams	Director
* Timothy V. Wolf	Director

\* By: /s/ Scott Wilensky  
Scott Wilensky  
Attorney-in Fact

NMC Savings and Retirement Plan

The undersigned is a member of the Committee having the responsibility for the administration of the Nuclear Management Company, LLC NMC Savings and Retirement Plan. Pursuant to the requirements of the Securities Act of 1933, as amended, the 401(k) Plan has duly caused this Post-effective Amendment No. 1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Minneapolis, State of Minnesota on August 30, 2016.

Nuclear Management Company, LLC NMC  
Savings and Retirement Plan

By: /s/ Jeffrey S. Savage  
Name: Jeffery S. Savage  
Title: Pension Trust Administration  
Committee

**EXHIBIT INDEX**

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