VALERO ENERGY CORP/TX
Form 8-K
March 17, 2009

**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): March 12, 2009**
**VALERO ENERGY CORPORATION**
(Exact name of registrant as specified in its charter)

| | | |
|---|---|---|
| **Delaware** | **1-13175** | **74-1828067** |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|---|
| **One Valero Way** | |
| **San Antonio, Texas** | **78249** |
| (Address of principal executive offices) | (Zip Code) |

Registrant s telephone number, including area code: **(210) 345-2000**

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. below):

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

**Item 8.01. Other Events**.

On March 12, 2009, Valero Energy Corporation (the Company ) entered into an underwriting agreement for the public offering of $750,000,000 aggregate principal amount of its 9.375% Notes due 2019 and $250,000,000 aggregate principal amount of its 10.500% Notes due 2039 (collectively, the Notes ). The Notes were issued under an Indenture dated June 18, 2004 between the Company and The Bank of New York Mellon Trust Company, N.A. (as successor to The Bank of New York), as Trustee. The Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-157867) of the Company. Closing of the issuance and sale of the Notes occurred on March 17, 2009.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

1.1 Underwriting Agreement dated March 12, 2009 among the Company and Barclays Capital Inc., J.P. Morgan Securities Inc. and UBS Securities LLC, as representatives of the several Underwriters.

4.1 Terms of the 9.375% Notes due 2019 and 10.500% Notes due 2039.

4.2 Form of Notes (included in Exhibit 4.1 above).

5.1 Opinion of Jay D. Browning, Esq.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

VALERO ENERGY CORPORATION

Date: March 17, 2009

By: /s/ Jay D. Browning
Jay D. Browning
Senior Vice President Corporate Law and
Corporate Secretary

**EXHIBIT INDEX**

| Number | Exhibit |
|---|---|
| 1.1 | Underwriting Agreement dated March 12, 2009 among the Company and Barclays Capital Inc., J.P. Morgan Securities Inc. and UBS Securities LLC, as representatives of the several Underwriters. |
| 4.1 | Terms of the 9.375% Notes due 2019 and 10.500% Notes due 2039. |
| 4.2 | Form of Notes (included in Exhibit 4.1 above). |
| 5.1 | Opinion of Jay D. Browning, Esq. |