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PNM RESOURCES INC
Form S-3/A
August 27, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON AUGUST 27, 2003
REGISTRATION NO. 333-106080
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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

PRE-EFFECTIVE AMENDMENT NO. 1 TO

FORM S-3

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

PNM RESOURCES, INC.
(Exact name of registrant as specified in its charter)

New Mexico	85-0468296
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

Alvarado Square
Albuquerque, New Mexico 87158
(505) 241-2700
(Address, including zip code, and telephone number, including
area code, of registrant's principal executive offices)

JOHN R. LOYACK
Senior Vice President and Chief Financial Officer
PNM RESOURCES, INC.
Alvarado Square
Albuquerque, New Mexico 87158
Tel: (505) 241-2700
Fax: (505) 241-2368
E-mail: jloyack@pnm.com

(Name, address, including zip code, and telephone number,
including area code, of agent for service)

It is respectfully requested that the Commission send copies of all
orders, notices and communications to:

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CHARLES L. MOORE, ESQ.
KELEHER & MCLEOD, P.A.
414 Silver Avenue, S.W.
Albuquerque, New Mexico 87103
Tel: (505) 346-4646
Fax: (505) 346-1345
E-mail: clm@keleher-law.com

TIMOTHY MICHAEL TOY, ESQ.
PILLSBURY WINTHROP LLP
One Battery Park Plaza
New York, New York 10004-1490
Tel: (212) 858-1000
Fax: (212) 858-1500
E-mail: ttoy@pillsburywinthrop.com

Approximate date of commencement of proposed sale to the public: From time to time after this registration statement becomes effective as determined by market conditions and other factors.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. []

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act of 1933, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [] _____

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. [] _____

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THE REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 16. EXHIBITS.

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Exhibit No. -----	Description of Exhibit -----
1.1***	Form of Underwriting Agreement for Debt Securities.
1.2***	Form of Underwriting Agreement for Preferred Stock.
1.3***	Form of Underwriting Agreement for Purchase Contract Units.
3.1**	Restated Articles of Incorporation of PNM Resources, Inc. dated February 22, 2002 (Exhibit 3.1 to PNM Resources, Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2001 in File No. 333-32170).
3.2**	By-Laws of PNM Resources, Inc. with all amendments to and including February 18, 2003 (Exhibit 3.2 to PNM Resources Inc.'s Annual Report on Form 10-K for the fiscal year ended December 31, 2002 in File No. 333-32170).
4.1*	Form of Indenture for Debt Securities.
4.2***	Form of Officers' Certificate establishing Debt Securities (with form of debt security attached).
4.3	Form of Purchase Contract Agreement.
4.4***	Form of Pledge Agreement.
4.5***	Form of Remarketing Agreement.
5.1	Opinion of Keleher & McLeod, P.A., counsel for PNM Resources, Inc.
5.2	Opinion of Pillsbury Winthrop LLP.
12.1*	Statement Regarding Computation of Ratio of Earnings to Fixed Charges.
12.2*	Statement Regarding Computation of Ratio of Earning to Combined Fixed Charges and Preferred Stock Dividends.
15*	Letters regarding unaudited interim financial information.
23.1	Consent of Deloitte & Touche LLP.
23.2	Consent of Keleher & McLeod, P.A. (to be included in Exhibit 5.1).
23.3	Consent of Pillsbury Winthrop LLP (to be included in Exhibit 5.2).
24*	Power of Attorney.
25.1*	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of the JPMorgan Chase Bank, to act as Trustee for the Debt Securities.
25.2	Form T-1 Statement of Eligibility under the Trust Indenture Act of 1939 of JPMorgan Chase Bank, to act as Purchase

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Contract Agent for the Purchase Contract Units.

* Previously filed.

** Incorporated herein by reference as indicated.

*** To be filed by an amendment or pursuant to a report to be filed pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934, if applicable.

SIGNATURES

Pursuant to the requirements of the Securities Act, PNM Resources, Inc. certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3/A and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Albuquerque, State of New Mexico, on August 27, 2003.

PNM RESOURCES, INC.

By: /s/ John R. Loyack

John R. Loyack
Senior Vice President and
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the date indicated.

Signature -----	Title -----	Date ----
* ----- Jeffry E. Sterba	Chairman, President and Chief Executive Officer; Director (Principal Executive Officer)	August 27, 2003
/s/ John R. Loyack ----- John R. Loyack	Senior Vice President and Chief Financial Officer (Principal Financial Officer)	August 27, 2003

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*	Vice President, Controller and Chief Accounting Officer (Principal Accounting Officer)	August 27, 2

Robin Lumney		

	Director	August 27, 2

Adelmo E. Archuleta		

*	Director	August 27, 2

Robert G. Armstrong		

*	Director	August 27, 2

R. Martin Chavez		

*	Director	August 27, 2

Julie A. Dobson		

*	Director	August 27, 2

Joyce A. Godwin		

*	Director	August 27, 2

Manuel T. Pacheco		

*	Director	August 27, 2

Theodore F. Patlovich		

*	Director	August 27, 2

Robert M. Price		

*	Director	August 27, 2

Bonnie S. Reitz		

	Director	August 27, 2

Joan B. Woodward		

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* By: /s/ John R. Loyack

John R. Loyack
Attorney-in-Fact

EXHIBIT INDEX

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23.3	Consent of Pillsbury Winthrop LLP (to be included in Exhibit 5.2).
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