

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)

June 5, 2025

**AMERICAN ELECTRIC POWER COMPANY, INC.**

(Exact Name of Registrant as Specified in Its Charter)

**New York**

**1-3525**

**13-4922640**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

**AEP TRANSMISSION COMPANY, LLC**

**Delaware**

**333-217143**

**46-1125168**

(State or Other Jurisdiction of  
Incorporation)

(Commission File Number)

(IRS Employer Identification  
No.)

1 Riverside Plaza, Columbus, OH

43215

(Address of Principal Executive Offices)

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

(614) 716-1000

(Former Name or Former Address, if Changed Since Last Report)

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):

- ☐ 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:

Registrant	Title of each class	Trading Symbol(s)	Name of each exchange on which registered
American Electric Power Company, Inc.	Common Stock, \$6.50 par value	AEP	The NASDAQ Stock Market LLC

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.

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### Item 1.01 Entry into a Material Definitive Agreement.

As previously disclosed, on January 9, 2025, AEP Transmission Company, LLC (“AEP Transmission”), a wholly owned subsidiary of American Electric Power Company, Inc. (“AEP”), along with Midwest Transmission Holdings, LLC (the “Company”), a newly formed wholly owned subsidiary of AEP Transmission that owns all of the issued and outstanding stock of each of AEP Indiana Michigan Transmission Company, Inc., and AEP Ohio Transmission Company, Inc., entered into a Contribution Agreement (the “Contribution Agreement”) with Olympus BidCo L.P. (“Investor”), a special purpose entity controlled by (i) investment funds managed by or affiliated with Kohlberg Kravis Roberts & Co. L.P. and (ii) Public Sector Pension Investment Board, pursuant to which the Company agreed to issue to Investor at the closing (the “Closing”), and Investor agreed to acquire from the Company, certain newly issued membership interests of the Company, such that Investor will own 19.9% of the issued and outstanding membership interests of the Company, for a purchase price of \$2,820,000,000. The parties to the Contribution Agreement consummated the Closing on June 5, 2025.

On June 5, 2025, pursuant to the terms of the Contribution Agreement and in connection with the Closing, Investor, the Company and AEP Transmission entered into an Amended and Restated Limited Liability Company Agreement of the Company (the “LLC Agreement”). The LLC Agreement is effective from and after the Closing, and contains rights and obligations of the Company, AEP Transmission and Investor pertaining to the governance of the Company, certain transfer restrictions and other transfer rights with respect to the Company’s equity, capital contributions to and distributions from the Company, significant corporate events involving the Company and its subsidiaries (including certain investor protections, including, among other things, requiring Investor approval for the Company to take certain major actions), and other similar matters affecting AEP Transmission’s and Investor’s respective interests in the Company. Under the LLC Agreement, Investor is entitled to appoint two directors to the board of managers of the Company (the “Board”) so long as Investor (together with its Affiliates (as defined in the LLC Agreement)) holds at least a 17.5% Percentage Interest (as defined in the LLC Agreement). In connection with the Closing, Investor appointed two managers to the Board, such that the Board is now comprised of eleven directors, two appointed by Investor and nine appointed by AEP Transmission.

### Item 7.01 Regulation FD Disclosure.

On June 5, 2025, AEP issued a press release announcing the Closing. A copy of the press release is attached as Exhibit 99.1 hereto and incorporated herein by reference.

The information furnished herewith pursuant to Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing made by AEP under the Exchange Act or the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

### Item 9.01 Financial Statements and Exhibits.

99.1	<a href="#">American Electric Power Company, Inc. press release, dated June 5, 2025</a> (furnished pursuant to Item 7.01)
104	Cover Page Interactive Data File - The cover page iXBRL tags are embedded within the inline XBRL document

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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, thereunto duly authorized.

AMERICAN ELECTRIC POWER COMPANY, INC.  
AEP TRANSMISSION COMPANY, INC.

By:	<u>/s/ David C. House</u>
Name:	David C. House
Title	Assistant Secretary

June 9, 2025