

# FORM 8-K

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

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 101(b) of the Securities Exchange Act. ☐

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**Item 8.01 Other Events.****Senior Notes Due 2029**

On June 17, 2024, NiSource Inc. (the “Company”) and Barclays Capital Inc., BNP Paribas Securities Corp., Capital Markets Inc., MUFG Securities Americas Inc. and Scotia Capital (USA) Inc., as representatives of underwriters, entered into a Terms Agreement (the “Terms Agreement”) with respect to the offering and sale of \$600,000,000 aggregate principal amount of the Company’s 5.200% Notes due 2029 (the “Notes”) under the Company’s Registration Statement on Form S-3 (File No. 333-268084) (the “Registration Statement”). The Terms Agreement incorporates by reference the provisions of the Company’s Underwriting Agreement, dated November 17, 2017 (a form of which was filed with the Securities and Exchange Commission (the “SEC”) on November 17, 2017).

The sale closed on June 24, 2024. The Notes were issued pursuant to an Indenture, dated as of November 17, 2017, between the Company, as issuer and successor-in-interest to NiSource Finance Corp., and The Bank of New York Mellon, as successor trustee, as amended and supplemented. The Company intends to use the net proceeds from the sale of the Notes for general corporate purposes, including to finance capital expenditures, for working capital needs and to repay existing indebtedness.

The preceding is a summary of the terms of the Notes and is qualified in its entirety by reference to the full text of the Notes filed as Exhibit 4.1 to this Current Report on Form 8-K and which is incorporated herein by reference. The Company is filing Exhibit 5.1 with this Current Report on Form 8-K in connection with the Registration Statement.

**Item 9.01 Financial Statements and Exhibits.****(d) Exhibits**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#">Form of 5.200% Notes due 2029</a>
5.1	<a href="#">Opinion of McGuireWoods LLP</a>
23.1	<a href="#">Consent of McGuireWoods LLP (included in Exhibit 5.1)</a>
104	Cover page Interactive Data File (embedded within the Inline XBRL document)

**Cautionary Statement Concerning Forward-Looking Statements**

This current report on Form 8-K contains forward-looking statements that are not historical facts, including statements about the anticipated use of proceeds from the sale of the Notes. These statements are based on current expectations and assumptions, which management believes are reasonable, and on information currently available to the Company, but are necessarily subject to various risks and uncertainties. In addition to the risk that these assumptions prove to be inaccurate, factors that could cause actual results to differ materially from those contemplated by the forward-looking statements include factors disclosed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2023, and its subsequent filings with the SEC, which are available on the Company’s website at [www.nisource.com](http://www.nisource.com) and on the SEC’s website at [www.sec.gov](http://www.sec.gov). The Company undertakes no obligation to publicly update or revise its forward-looking statements, whether due to new information, future events or otherwise, except to the extent required by applicable securities laws.

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**SIGNATURES**

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

NiSource Inc.  
(Registrant)

Date: June 24, 2024

By: /s/ Shawn Anderson  
Shawn Anderson  
Executive Vice President and Chief Financial Officer