

Edgar Filing: Duke Energy CORP - Form FWP

Duke Energy CORP  
Form FWP  
March 15, 2013

**Free Writing Prospectus**

**Filed Pursuant to Rule 433**

**Registration Number 333-186991**

















































## Enrollment Questions

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## Enrollment Questions

### **What is PremierNotes?**

The notes are direct investments in new debt obligations of Duke Energy. Under the program, Duke Energy borrows directly from investors by issuing notes. In return, investors receive a competitive floating rate of interest that is very favorable compared to other cash alternatives like bank accounts, short term CDs and money market mutual funds.

### **Who may invest in PremierNotes?**

In order to be an eligible investor, you must be a citizen of the United States, a corporation or partnership incorporated or established in or under the laws of the United States, or a trust or an estate treated as a United States person under Section 7701 of the Internal Revenue Code. You may invest individually or jointly with another eligible person. We also offer custodial arrangements for minors. See the prospectus and application form for further details.

### **How do I enroll in PremierNotes?**

You can download enrollment materials at our website, [duke-energy.com/premiernotes](http://duke-energy.com/premiernotes). Or call us at 800.659.DUKE (3853) to request an enrollment kit. Our service agents are available from 8:30 a.m. to 5 p.m. ET, Monday through Friday, except holidays.

### **What is the minimum amount I can invest and how do I make my initial investment in PremierNotes?**

After completing the application form you must send a personal or corporate check for a minimum of \$1,000. Starter checks, bank checks, credit card checks, cashier checks, traveler's checks, money orders and third-party checks will not be accepted for your initial investment. If you are a Duke Energy employee or retiree investing through the Duke Energy Employee or Duke Energy Retiree Investment option, then the initial investment may be \$100 or more per month until the minimum required balance of \$1,000 is attained. Subsequent investments must be at least \$50. Please review the application form and prospectus for additional details.

**What is the maximum amount that can be invested?**

The maximum investment for any one investor is \$1,000,000.

**How do I set up an electronic funds transfer?**

You can set up an electronic funds transfer (ETF) by completing the appropriate sections of the application form and including a voided blank check. See the application form for more details. For your convenience we recommend you establish this feature when you enroll in PremierNotes.

**How are interest rates determined?**

PremierNotes pays a competitive floating rate of interest that is determined by the Duke Energy PremierNotes Committee or its designee on a weekly basis, and any rate changes become effective the following Monday. The rate of interest also increases when you invest more. See our website for information about our current interest rates.

**When is interest compounded and posted to my PremierNotes investment?**

Interest is compounded daily and posted to your investment monthly. See the prospectus for more information.

**Is PremierNotes a bank account and is it insured by the FDIC?**

No, the notes are not equivalent to a deposit or other bank account, and are not subject to the protection of Federal Deposit Insurance Corporation (FDIC) regulation or insurance, or any other insurance. The notes are direct investments in new debt obligations of Duke Energy. See additional risks outlined in the prospectus. You should consider these risks and determine if investing in PremierNotes is an acceptable investment after considering your financial resources and investment objectives.

**How does PremierNotes differ from a money market fund?**

PremierNotes is not a money market fund. The notes are not subject to regulation under the Investment Act of 1940, as amended. The notes are direct investments in new debt obligations of Duke Energy. See additional risks outlined in the prospectus.

**Are PremierNotes investments taxable?**

Yes. Interest earned on your Duke Energy PremierNotes investment will constitute income to you and is taxable in the year that it is paid. Interest income is subject to federal and applicable state and local taxes. Consult your tax advisor for additional information.

**Are there check-writing fees?**

We do not charge any fees for writing checks for \$250 or more. There are also no administrative or maintenance fees and your checkbooks are free. PremierNotes does charge investors a \$10 fee for checks written under \$250, and fees do apply if you overdraft your investment. See the prospectus for more details on fees.

**Are the notes transferable?**

No, PremierNotes investments are not transferable.

**Where can I get a prospectus, most-recent pricing supplement or Form 10-K?**

You can download these materials at [duke-energy.com/premiernotes](http://duke-energy.com/premiernotes) or request them by calling 800.659.DUKE (3853). Our service agents are available from 8:30 a.m. to 5 p.m. ET, Monday through Friday, except holidays.

## Duke Energy Employees Only

A special arrangement to start your PremierNotes investment is available to employees of Duke Energy Corporation. You may fund your initial investment by investing \$100 or more per month through the Payroll Directed Investment or the Automatic Investment option until you meet the \$1,000 minimum balance. See the application form for more details.

## Duke Energy Retirees Only

A special arrangement to start your PremierNotes investment is available to former employees of Duke Energy Corporation who have received or are eligible to receive a retirement benefit. You may fund your initial investment by investing \$100 or more per month through the Automatic Investment option until you meet the \$1,000 minimum balance. See the application form for more details, or contact us with additional questions about the Automatic Investment option.

### **I currently receive a monthly pension benefit from Duke Energy. Can I direct funds out of my benefit payment into my PremierNotes investment?**

No. Retirees can contribute to PremierNotes via the Automatic Investment, Check Investment, Wire Transfer Investment or the Directed Investment options. Please visit [duke-energy.com/premiernotes](http://duke-energy.com/premiernotes) or call us at 800.659.DUKE (3853) for more information.

Duke Energy Corporation has filed a registration statement (including a prospectus) with the United States Securities and Exchange Commission (SEC) for the offering to which this communication relates. Before you invest, you should read the prospectus that is included in that registration statement, as well as the other documents that Duke Energy Corporation has filed with the SEC, for more complete information about Duke Energy Corporation and this offering. You may get these documents for free by visiting the SEC website at [sec.gov](http://sec.gov) or by downloading them from the Duke Energy PremierNotes website. Alternatively, Duke Energy Corporation will arrange to send you a prospectus if you request it by calling toll free at 800.659.DUKE (3853).

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Investment and  
Redemption Questions

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## Investment and Redemption Questions

### **How can funds be added to my PremierNotes investments?**

You can invest additional funds into your established PremierNotes investment by mailing an investment slip along with a check for \$50 or more payable to Duke Energy PremierNotes to:

Duke Energy PremierNotes

P.O. Box 75974

Chicago, IL 60675-5974

Additionally, you may electronically transfer funds into your PremierNotes investment by automated clearing house (ACH) or wire transfer. Contact us at 800.659.DUKE (3853) for more details.

### **How do I set up an electronic funds transfer on my existing PremierNotes investment?**

Set up an electronic funds transfer (EFT) by completing the change form, including a voided check and mailing these items to the address listed on the change form.

### **Is there a hold placed on my investments?**

While funds invested will begin to accrue interest on the day they are posted, they are available for redemption based on how the funds were invested:

The initial investment will be available no more than seven business days after the date of credit.

Funds invested via a check are available for redemption seven business days after the date of credit.

Funds invested via ACH transfer are available for redemption five business days after the date of credit.

Funds invested via wire transfer before 2 p.m. ET are available for redemption the same business day. Funds invested via wire transfer after 2 p.m. ET are available for redemption on the first business day after date of credit.

Funds invested via the automated Social Security investment option are available for redemption the first business day after date of credit.

See the prospectus for more details on fund redemption options.

**Is there a minimum amount required to request a wire transfer?**

Any investment or redemption made by wire transfer must be \$1,000 or more.

**Can my PremierNotes redemption checks be used as electronic checks at a point of sale?**

No, the conversion of redemption checks to electronic debit is not permitted.

**How can I activate and view my PremierNotes investment activity online?**

After your PremierNotes investment is established, you may sign up for online access by calling 800.659.DUKE (3853) and following the automated menu options for Web activation. You may also call the same phone number to access your PremierNotes investment activity and balance information.

**What if my investment falls below the minimum required amount?**

You will be notified if your notes will be redeemed and you will be given 30 days to provide additional funds to increase your investment to the applicable minimum balance required before your investment is redeemed. If the minimum investment balance of \$1,000 is not attained or maintained, we may redeem the principal amount of your notes, together with accrued and unpaid interest, and mail the proceeds to your registered address.

If you have enrolled in the Duke Energy Employee Investment or Duke Energy Retiree Investment options, the minimum required initial investment is only \$100 per month until the minimum investment balance of \$1,000 is attained. Thereafter, the \$1,000 minimum investment balance must be maintained.

**What if my investment totals more than the current maximum limit amount?**

If the amount of your investment exceeds the maximum for three consecutive months, we may notify you in writing that we intend to redeem the amount of your investment in excess of \$1,000,000. You will then have 30 days to redeem the excess portion of your investment. If you do not do so within a 30-day period, we may redeem the amount we have specified and mail a check to the registered holder of the notes, less any tax withholding, if applicable, and any other fees discussed in the prospectus.

**How often will I receive a statement?**

At a minimum, you will receive a statement on a quarterly basis. You will also receive a statement for any month that has electronic transaction activity.



**How can I change my address, ownership or linked bank account information on my investment?**

You may make changes to your address, ownership name, electronic fund transfer information and linked bank account by filling out the appropriate section of the change form, which can be found at [duke-energy.com/premiernotes](http://duke-energy.com/premiernotes). You may also request a copy of the change form by calling 800.659.DUKE (3853). In order for us to process your request, the change form must include the signatures of each authorized signer listed on your PremierNotes investment and may require a medallion signature guarantee. See the change form for more details.

Send your completed change form to:

Duke Energy PremierNotes

P.O. Box 75708

Chicago, IL 60675-5708

**What is a medallion signature guarantee STAMP?**

A medallion signature guarantee is also known as a Securities Transfer Agents Medallion Program (STAMP) imprint. STAMP is the official signature guarantee program recognized and approved by the financial industry, and supported and endorsed by the Securities Transfer Association (STA). Transfer agents and others who rely on a signature guarantee from a member of STAMP are protected against loss from wrongful endorsements. The medallion signature guarantee is not to be confused with a notary public.

**Why do I need a medallion signature guarantee STAMP?**

This process protects you by making it more difficult for someone to forge your signature. It also limits the liability and losses if a signature turns out to be forged, as that liability is on the financial institution that accepted the signature and provided the medallion STAMP.

**Where can I get a medallion signature guarantee STAMP?**

Please contact your financial institution (bank, credit union or broker dealer) to determine if it is a participant in a medallion signature guarantee program.

**Can I add a beneficiary to my PremierNotes investment?**

No. Beneficiaries are not offered on PremierNotes investments. However, we do offer joint ownership, with rights of survivorship, as well as Trust ownership. You should consult your attorney or other estate planning professional for estate planning advice applicable to your specific circumstances.

**How do I order additional checks?**

You may order additional checks by logging onto our website, using the reorder stub located in your PremierNotes checkbook or calling us at 800.659.DUKE (3853).

**How can I redeem all or a portion of my notes?**

You can redeem all or some of your investment by using your PremierNotes redemption checks, sending a written request to Duke Energy PremierNotes at the agent bank's correspondence address, and using our telephone redemption, wire transfer redemption and directed redemption options.

**Are there any fees associated with my notes?**

There are no maintenance fees associated with your investment, nor are there charges for your redemption checks (both initial and additional) or using the redemption checks. You may, however, be charged a fee by your commercial bank or financial institution if you make an investment or receive a redemption amount by wire transfer. You may also incur a charge in obtaining any applicable signature guarantee.

The following fee schedule applies:

|                                      |            |
|--------------------------------------|------------|
| Insufficient funds                   | \$ 20      |
| Stop payment requests                | \$15       |
| Wire redemptions                     | \$15       |
| Redemptions for less than \$250      | \$10       |
| Investment balance less than \$1,000 | \$10/month |

Fees will be debited directly from your investment balance as a partial redemption of your notes. Please see the prospectus for additional details.

**Who do I contact with questions or to request additional information?**

Please visit [duke-energy.com/premiernotes](http://duke-energy.com/premiernotes) for more information, or call 800.659.DUKE (3853) with any questions. Our service agents are available from 8:30 a.m. to 5 p.m. ET, Monday through Friday, except holidays.

**Where do I need to send any of these documents once completed?**

Duke Energy PremierNotes

P.O. Box 75708

Chicago, IL 60675-5708

## Duke Energy Employees

### **How can I change or stop the amount that is withheld from my paycheck and put into my PremierNotes investment?**

Changes to your payroll direct deposit settings can be made through the Duke Energy Employee Portal. Simply visit the Portal, go to **Employee Center** and click **Paycheck**. Then click the **View My Paycheck** button and change your **Direct Deposit** information.

Contact us with additional questions about your employee payroll direct deposit. We're available from 8:30 a.m. to 5 p.m. ET, Monday through Friday, at 800.659.DUKE (3853).

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[www.duke-energy.com/premiernotes](http://www.duke-energy.com/premiernotes) | 800.659.DUKE (3853)

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Investor Name

Address

Dear (Name of Investor),

We know that you work hard for your money. Isn't it time that your money works harder for you? It can with Duke Energy PremierNotes®

**A powerful opportunity for higher returns on your short-term funds**

With PremierNotes, you can earn interest rates that are competitive with what you would earn with a bank account, money market or short-term CD. In fact, the program is designed to deliver a rate of return that is higher than the average taxable money market mutual fund. And, with our tiered approach to returns, higher balances can benefit from rates that are even higher.

**The benefits of PremierNotes are clear**

Attractive returns

Easy access to your money

No maintenance fees

The ability to view your secure online account 24/7

Convenient services like free check-writing and electronic transfers between your PremierNotes investment and a linked checking account

Backed by the strength and stability of Duke Energy

**What is PremierNotes?**

Current PremierNotes

Interest Rates

| Investment           | Rate (%)    | Yield (%) <sup>1</sup> |
|----------------------|-------------|------------------------|
| Amount               |             |                        |
| Less than \$10,000   | <b>1.10</b> | <b>1.11</b>            |
| \$10,000 to \$49,999 | <b>1.30</b> | <b>1.31</b>            |

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\$50K and over

1.50

1.51

*As of February 4, 2013; see website for current rates*

Each note is a direct investment in new debt obligations of Duke Energy. When you invest in PremierNotes the company will pay you a competitive floating interest rate that is at least .25 percent higher than the average rate of taxable U.S. money market mutual funds,<sup>2</sup> and your money is available when you need it.

**Get started today**

It's easy to enroll in PremierNotes. Just complete the enclosed application form and submit it along with your initial investment using the envelope included in this mailing.

Questions? Need additional information? Simply visit [duke-energy.com/premiernotes](http://duke-energy.com/premiernotes) or call us at **800.659.DUKE (3853)**.

We look forward to helping you achieve your investment objectives with PremierNotes.

Sincerely,

Duke Energy PremierNotes

<sup>1</sup> Yield reflects the annual rate of return on your investment. It assumes that interest is compounded daily and posted monthly, and that there are no additional investments or redemptions.

<sup>2</sup> Based on rates published for the most recent seven-day period (noncompounded) for all taxable mutual funds as reported weekly by iMoneyNet Money Fund Average™.

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