

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)

February 26, 2021

TC PipeLines, LP

(Exact name of registrant as specified in its charter)

Delaware

001-35358

52-2135448

(State or other jurisdiction
of incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

**700 Louisiana Street, Suite 700
Houston, TX**

77002-2761

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code

(877) 290-2772

(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

- 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Units representing limited partner interests	TCP	New York Stock Exchange

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.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On February 26, 2021, TC PipeLines, LP, a Delaware limited partnership (“[TC PipeLines](#)”), convened a special meeting of unitholders (the “[Special Meeting](#)”), to vote on the proposal identified in the definitive proxy statement dated January 26, 2021, which was first mailed to TC PipeLines unitholders on or about January 28, 2021.

As of the close of business on January 15, 2021, the record date for the Special Meeting, there were 71,306,396 TC PipeLines common units outstanding and entitled to vote at the Special Meeting. A quorum of 55,605,011 common units was represented virtually or by proxy at the Special Meeting. A summary of the voting results for the following proposal, which is described in detail in the definitive proxy statement, is set forth below:

1. Proposal to approve the Agreement and Plan of Merger, dated as of December 14, 2020, by and among TC PipeLines, TC PipeLines GP, Inc., TC Energy Corporation (“[TC Energy](#)”), TransCan Northern Ltd., TransCanada PipeLine USA Ltd., and TCP Merger Sub, LLC, and the transactions contemplated thereby, including the merger (the “[Merger Proposal](#)”). The Merger Proposal received the affirmative vote of approximately 70% of the outstanding common units represented at the Special Meeting virtually or by proxy.

<u>Votes For</u>	<u>Votes Against</u>	<u>Votes Abstained</u>	<u>Broker Non-Votes</u>
38,857,061	16,701,747	46,203	0

No other business properly came before the Special Meeting.

Item 8.01. Other Events.

On February 26, 2021, each of TC PipeLines and TC Energy issued a press release announcing the results of the unitholder vote at the Special Meeting. A copy of the TC PipeLines press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) [Exhibits](#)

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated February 26, 2021, issued by TC PipeLines, LP.
104	The cover page of this Current Report on Form 8-K, formatted in Inline XBRL.

SIGNATURES

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 hereunto duly authorized.

TC PipeLines, LP
(Registrant)

By: TC PipeLines GP, Inc., its general partner

Date: February 26, 2021

By: /s/ Jon Dobson
Name: Jon Dobson
Title: Secretary

TC PipeLines, LP and TC Energy announce unitholder approval and effective date of merger

CALGARY, Alberta – **February 26, 2021** – News Release – TC Energy Corporation (TSX, NYSE: TRP) (TC Energy) and TC PipeLines, LP (NYSE:TCP) (TCP) announced that at the special meeting of TCP common unitholders held earlier today, TCP unitholders voted to approve the previously announced merger of TCP and a wholly owned subsidiary of TC Energy, pursuant to the Agreement and Plan of Merger dated December 14, 2020 (the “Merger Agreement”), between TCP, TC Energy and certain other related parties thereto.

Approximately 70% of the TCP common units represented by proxy or present at the special meeting voted in favor of the approval of the Merger Agreement and the transactions contemplated thereby, including the merger, which represented approximately 54.5% of TCP’s total outstanding common units as of January 15, 2021, the record date for the special meeting.

Pursuant to the Merger Agreement, a wholly owned subsidiary of TC Energy will acquire all of TCP’s outstanding common units not already owned by TC Energy and its affiliates. TCP unitholders are entitled to receive 0.70 common shares of TC Energy for each issued and outstanding publicly-held TCP common unit.

TC Energy and TCP also announced today that all conditions required to complete the merger under the terms of the Merger Agreement have been satisfied, and all necessary filings have been made for the transaction to take effect on March 3, 2021. TCP common units will continue to trade on the New York Stock Exchange (NYSE) until the close of trading on March 2, 2021 and will be suspended from trading on the NYSE effective as of the opening of trading on March 3, 2021.

Forward-Looking Statements

This communication contains forward-looking statements. These forward-looking statements generally include statements regarding the potential transaction between TC Energy and TC PipeLines, including any statements regarding the expected timetable for completing the potential transaction, the ability to complete the potential transaction, the expected benefits of the potential transaction, projected financial information, future opportunities, and any other statements regarding TC Energy’s and TC PipeLines’s future expectations, beliefs, plans, objectives, results of operations, financial condition and cash flows, or future events or performance. These statements are often, but not always, made through the use of words or phrases such as “anticipates,” “expects,” “intends,” “plans,” “targets,” “forecasts,” “projects,” “believes,” “seeks,” “schedules,” “estimates,” “positions,” “pursues,” “may,” “could,” “should,” “will,” “outlook,” “objectives,” “strategies,” “opportunities,” “poised,” “potential” and similar expressions. All such forward-looking statements are based on current expectations of TC Energy’s and TC PipeLines’s management and therefore involve estimates and assumptions that are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the results expressed in the statements. Key factors that could cause actual results to differ materially from those projected in the forward-looking statements include the ability to obtain the requisite TC PipeLines unitholder approval; uncertainties as to the timing to consummate the potential transaction; the risk that a condition to closing the potential transaction may not be satisfied; the risk that regulatory approvals are not obtained or are obtained subject to conditions that are not anticipated by the parties; the effects of disruption to TC Energy’s or TC PipeLines’s respective businesses; the effect of this communication on the price of TC Energy’s common shares or TC PipeLines’s common units; the effects of industry, market, economic, political or regulatory conditions outside of TC Energy’s or TC PipeLines’s control; transaction costs; TC Energy’s ability to achieve the benefits from the proposed transaction; and the diversion of management time on transaction-related issues. Other important factors that could cause actual results to differ materially from those in the forward-looking statements are: the impact of downward changes in oil and natural gas prices, including any effects on the creditworthiness of shippers or the availability of natural gas in a low oil price environment; the impact of litigation and other opposition proceedings on the ability to begin work on projects and the potential impact of an ultimate court or administrative ruling to a project schedule or viability; uncertainty surrounding the impact of global health crises that reduce commercial and economic activity, including the recent outbreak of the COVID-19 virus, and the potential impact on the respective businesses of TC Energy and TC PipeLines; the potential disruption or interruption of operations due to war, accidents, political events, civil unrest, severe weather, cyber threats, terrorist acts, or other natural or human causes beyond the parties’ control; and the potential liability resulting from pending or future litigation. Other unpredictable or unknown factors not discussed in this communication could also have material adverse effects on forward-looking statements. TC PipeLines assumes no obligation to update any forward-looking statements, except as required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof. Additional factors that could cause results to differ materially from those described above can be found in TC PipeLines’s most recent Annual Report on Form 10-K, as it may be updated from time to time by quarterly reports on Form 10-Q and current reports on Form 8-K all of which are available on TC PipeLines’s website at <https://www.tcpipelineslp.com/investors/reports-and-filings/> and on the SEC’s website at <http://www.sec.gov>, and in TC Energy’s most recent Annual Report on Form 40-F, as it may be updated from time to time by current reports on Form 6-K all of which are available on TC Energy’s website at <https://www.tcenergy.com/investors/reports-and-filings/> and on the SEC’s website at <http://www.sec.gov>.

About TC PipeLines, LP

TC PipeLines, LP is a Delaware master limited partnership with interests in eight federally regulated U.S. interstate natural gas pipelines which serve markets in the Western, Midwestern and Northeastern United States. The Partnership is managed by its general partner, TC PipeLines GP, Inc., a subsidiary of TC Energy Corporation (NYSE: TRP). For more information about TC PipeLines, LP, visit the Partnership's website at www.tcpipelineslp.com.

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