
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 6-K

Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

For the month of August 2022

Commission File No. 1-31690

TC Energy Corporation

(Translation of Registrant's Name into English)

450 - 1 Street S.W., Calgary, Alberta, T2P 5H1, Canada

(Address of Principal Executive Offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F

Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Exhibit 99.1 to this report, furnished on Form 6-K, is furnished, not filed, and will not be incorporated by reference into any registration statement filed by the registrant under the Securities Act of 1933, as amended.

EXHIBIT INDEX

99.1 [A copy of the registrant's news release dated August 10, 2022 relating to the closing of the bought deal offering of common shares.](#)

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.

Date: August 10, 2022

TC ENERGY CORPORATION

By: /s/ Christine R. Johnston

Christine R. Johnston
Vice-President, Law and Corporate Secretary



TC Energy closes \$1.8 billion bought deal offering of Common Shares

CALGARY, Alberta – **Aug. 10, 2022** – News Release – TC Energy Corporation (TSX: TRP) (NYSE: TRP) (TC Energy or the Company) today announced that it has completed its previously announced public offering (the Offering) of common shares of the Company (the Common Shares).

The Offering was announced on Aug. 4, 2022 when TC Energy entered into an agreement with a syndicate of underwriters led by RBC Capital Markets and Scotiabank under which they agreed to purchase from TC Energy and sell to the public 28,400,000 Common Shares. The purchase price of \$63.50 per Common Share (the Offering Price) resulted in total gross proceeds of approximately \$1.8 billion. TC Energy has also granted the underwriters an over-allotment option to purchase up to an additional 2,840,000 Common Shares at the Offering Price, exercisable for a period of 30 days after closing of the Offering.

TC Energy intends to use the proceeds of the Offering, directly or indirectly, together with other financing sources and cash on hand, to fund costs associated with the construction of the Southeast Gateway Pipeline, a US\$4.5 billion, 1.3 billion cubic feet per day, 715-kilometre offshore natural gas pipeline in the southeast region of Mexico. Pending such use, the net proceeds from the Offering may temporarily be used to reduce indebtedness or invested in short term liquid investments.

Advisories

The Common Shares are issued by way of a prospectus supplement to the Company's short form base shelf prospectus dated Jan. 22, 2021 (collectively, the Prospectus) filed with the securities regulatory authorities in each of the provinces and territories of Canada and included in its registration statement on Form F-10 filed with the U.S. Securities and Exchange Commission (SEC). This Offering is made only by the Prospectus. The Prospectus contains important detailed information about the securities being offered. Investors should read the Prospectus before making an investment decision.

The Prospectus is available free of charge on SEDAR at <http://www.sedar.com>, on the SEC website at <http://www.sec.gov> or from the underwriters named in the Prospectus. Potential investors may request the Prospectus in Canada from RBC Dominion Securities Inc., 180 Wellington Street West, 8th Floor, Toronto, ON M5J 0C2, Attention: Distribution Centre, or via telephone: 1-416-842-5349, or via e-mail at Distribution.RBCDS@rbccm.com and in the United States from RBC Capital Markets, LLC, 200 Vesey Street, 8th Floor, New York, NY 10281-8098; Attention: Equity Syndicate; Phone: 877-822-4089; Email: equityprospectus@rbccm.com; and in Canada from Scotia Capital Inc., Attention: Equity Capital Markets, Scotia Plaza, 62nd Floor, 40 King Street West, Toronto, Ontario M5H 3Y2, or by telephone at 1-416-863-7704 and in the United States from Scotia Capital (USA) Inc., Attention: Equity Capital Markets, 250 Vesey Street, 24th Floor, New York, New York, 10281, or by telephone at 1-212-225-6853 or by email at equityprospectus@scotiabank.com.

About TC Energy

We're a team of 7,000+ energy problem solvers working to move, generate and store the energy North America relies on. Today, we're taking action to make that energy more sustainable and more secure. We're innovating and modernizing to reduce emissions from our business. And, we're delivering new energy solutions – from natural gas and renewables to carbon capture and hydrogen – to help other businesses and industries decarbonize too. Along the way, we invest in the communities where we live and work to strengthen community resilience and build a stronger future, together.

TC Energy's common shares trade on the Toronto (TSX) and New York (NYSE) stock exchanges under the symbol TRP.

FORWARD-LOOKING INFORMATION

This release includes certain forward-looking information, which is intended to help current and potential investors understand management's assessment of our future plans and financial outlook, and our future prospects overall. Statements that are forward-looking are based on certain assumptions and on what we know and expect today and generally include words like anticipate, expect, believe, may, will, should, estimate or other similar words.

Forward-looking statements do not guarantee future performance. Actual events and results could be significantly different because of assumptions, risks or uncertainties related to our business, the Southeast Gateway Pipeline, or events that happen after the date of this release. Our forward-looking information in this release includes statements related to: the Offering, including the expected use of the net proceeds from the Offering; and the Southeast Gateway Pipeline, including the cost, scope and capacity thereof and sources of financing therefor, among other things.

Our forward looking information is based on certain key assumptions and is subject to risks and uncertainties, including but not limited to assumptions concerning the Southeast Gateway Pipeline, including assumptions regarding the amount and timing of costs to be incurred by the Company in connection therewith, as well as assumptions concerning the sources of financing therefor. Additional information on these and other factors are discussed in the prospectus supplement and the documents incorporated by reference therein.

As actual results could vary significantly from the forward-looking information, you should not put undue reliance on forward-looking information, which is given as of the date it is expressed in this release or otherwise, and should not use future-oriented information or financial outlooks for anything other than their intended purpose. We do not update our forward-looking statements due to new information or future events, unless we are required to by law. For additional information on the assumptions made, and the risks and uncertainties which could cause actual results to differ from the anticipated results, refer to the most recent Quarterly Report to Shareholders and Annual Report filed under TC Energy's profile on SEDAR at www.sedar.com and with the SEC at www.sec.gov.

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