

WGL HOLDINGS INC
 Form 10-K/A
 November 29, 2018

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D. C. 20549
 FORM 10-K/A
 (Amendment No. 1)
 ☐ Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Fiscal Year Ended September 30, 2018

OR

○ Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the Transition Period from _____ to _____

Commission File Number	Exact name of registrant as specified in its charter and address of principal executive offices and telephone number	State or Other Jurisdiction of Incorporation	I.R.S. Employer Identification No.
0-55968	WGL Holdings, Inc. 1000 Maine Ave., S.W. Washington, D.C. 20024 (703) 750-2000	Virginia	52-2210912
0-49807	Washington Gas Light Company 1000 Maine Ave., S.W. Washington, D.C. 20024 (703) 750-4440	District of Columbia and Virginia	53-0162882

Securities registered pursuant to Section 12(b) of the Act:

None

Securities registered pursuant to Section 12(g) of the Act:

Title of each class

WGL Holdings, common stock, no par value

Washington Gas Light Company preferred stock,

cumulative, without par value:

\$4.25 Series

\$4.80 Series

\$5.00 Series

Indicate by check mark if each registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

WGL Holdings, Inc. Yes [] No [x]

Washington Gas Light Company Yes [] No [x]

Indicate by check mark if each registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes [] No [x]

Indicate by check mark whether each registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrants were required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No []

Indicate by check mark whether each registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes [x] No []

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrants' knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

WGL Holdings, Inc.:

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-Accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
--	--	--	--

(Do not check if a smaller reporting company)

Emerging growth company

Washington Gas Light Company:

Large Accelerated Filer <input type="checkbox"/>	Accelerated Filer <input type="checkbox"/>	Non-Accelerated Filer <input type="checkbox"/>	Smaller Reporting Company <input type="checkbox"/>
--	--	--	--

(Do not check if a smaller reporting company)

Emerging growth company

Indicate by check mark whether each registrant is a shell company (as defined in Rule 12b-2 of the Act): Yes No

The aggregate market value of the voting common equity held by non-affiliates of the registrant, WGL Holdings, Inc., amounted to \$4,250,758,369 as of March 31, 2018.

The aggregate market value of the voting common equity held by non-affiliates of the registrant, Washington Gas Light Company, amounted to \$0 as of March 31, 2018.

WGL Holdings, Inc. common stock, no par value outstanding as of October 31, 2018: 100 shares. All of the outstanding shares of common stock, no par value, of WGL Holdings, Inc. are held by Wrangler 1 LLC, an indirect wholly owned subsidiary of AltaGas Ltd. as of October 31, 2018.

Washington Gas Light Company common stock, \$1 par value, outstanding as of October 31, 2018: 46,479,536 shares. All of the outstanding shares of common stock, \$1 par value, of Washington Gas Light Company are held by Wrangler SPE LLC (the SPE), a direct wholly owned subsidiary of WGL Holdings, Inc. as of October 31, 2018.

EXPLANATORY NOTE

WGL Holdings, Inc. (WGL) and Washington Gas Light Company (Washington Gas) are filing this Amendment No. 1 (“Form 10-K/A”) to their Annual Report on Form 10-K (“Form 10-K”) for the fiscal year ended September 30, 2018 filed with the Securities and Exchange Commission on November 20, 2018, solely to amend Exhibit 23, the Consent of Deloitte & Touche LLP. The companies are amending their Form 10-K filing due to a typographical error with respect to the date contained in the consent included in the original filing, which referenced the incorrect date of the audit opinion. There are no other changes to the Form 10-K or the consent.

Pursuant to Rule 12b-15 under the Securities Exchange Act of 1934, as amended, this Form 10-K/A also contains new certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, which are attached hereto. Because no financial statements have been included in this Form 10-K/A and this Form 10-K/A does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4, and 5 of the certifications have been omitted.

This Form 10-K/A speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

WGL Holdings, Inc.
Washington Gas Light Company
Part IV
Item 15. Exhibits and Financial Statement Schedules

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

(a)(3) The following documents are filed as a part of this Form 10-K/A:

Schedule/ Exhibit	Description
----------------------	-------------

<u>23</u>	Consent of Deloitte & Touche LLP.
-----------	-----------------------------------

<u>31.1</u>	Certification of Adrian P. Chapman, the President and Chief Executive Officer of WGL Holdings, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
-------------	---

<u>31.2</u>	Certification of Vincent L. Ammann, Jr., the Executive Vice President and Chief Financial Officer of WGL Holdings, Inc., pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
-------------	---

<u>31.3</u>	Certification of Adrian P. Chapman, the President and Chief Executive Officer of Washington Gas Light Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
-------------	---

<u>31.4</u>	Certification of Vincent L. Ammann, Jr., the Executive Vice President and Chief Financial Officer of Washington Gas Light Company, pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
-------------	---

4

SIGNATURE

Pursuant to the requirements of Section 13 or 15(d) 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.

WGL HOLDINGS, INC.

Date: November 29, 2018 /s/ Vincent L. Ammann, Jr.

Vincent L. Ammann, Jr.

Executive Vice President and

Chief Financial Officer