|  |
| --- |
| The Securities and Exchange Commission has not necessarily reviewed the information in this filing and has not determined if it is accurate and complete.The reader should not assume that the information is accurate and complete. |
|  | UNITED STATES SECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM DNotice of Exempt Offering of Securities

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| OMB APPROVAL

|  |  |
| --- | --- |
| OMB Number: | 3235-0076 |
| Estimated average burden |
| hours per response: | 4.00 |

 |
|  |

 |  |

1. Issuer's Identity

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| CIK (Filer ID Number) | Previous Names

|  |  |
| --- | --- |
|    | None |

 |  | Entity Type |
| [0000764622](http://www.sec.gov/cgi-bin/browse-edgar?action=getcompany&CIK=0000764622)

|  |
| --- |
| AZP GROUP INC |

 |

|  |  |
| --- | --- |
| X | Corporation |
|    | Limited Partnership |
|    | Limited Liability Company |
|    | General Partnership |
|    | Business Trust |
|    | Other (Specify) |

 |  |
| Name of Issuer |
| PINNACLE WEST CAPITAL CORP |
| Jurisdiction of Incorporation/Organization |
| ARIZONA |
| Year of Incorporation/Organization

|  |  |  |
| --- | --- | --- |
| X | Over Five Years Ago |  |
|    | Within Last Five Years (Specify Year) |  |
|    | Yet to Be Formed |  |

 |  |
|  |

2. Principal Place of Business and Contact Information

|  |  |
| --- | --- |
| Name of Issuer |  |
| PINNACLE WEST CAPITAL CORP |  |
| Street Address 1 | Street Address 2 |
| 400 NORTH FIFTH STREET | MS8695 |
| City | State/Province/Country | ZIP/PostalCode | Phone Number of Issuer |
| PHOENIX | ARIZONA | 85004 | 602 250 1000 |

3. Related Persons

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Basha Jr. | Edward | N. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Clark-Johnson | Susan |  |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Gallagher | Michael | L. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Grant | Pamela |  |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Herberger, Jr. | Roy | A. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Lopez | Humberto | S. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Munro | Kathryn | L. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Nordstrom | Bruce | J. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Parker | W. | Douglas |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Brandt | Donald | E. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Edington | Randall | K. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Falck | David | P. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Hatfield | James | R. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Robinson | Donald | G. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Schiavoni | Mark | A. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Sundberg | Lori | S. |
| Street Address 1 | Street Address 2 |  |
| 400 North Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Cortese | Denis | A. |
| Street Address 1 | Street Address 2 |  |
| 400 N. Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Danner | Denise | R. |
| Street Address 1 | Street Address 2 |  |
| 400 N. Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Nickloy | Lee | R. |
| Street Address 1 | Street Address 2 |  |
| 400 N. Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Klein | Dale | E. |
| Street Address 1 | Street Address 2 |  |
| 400 N. Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: |    | Executive Officer | X | Director |    | Promoter |

Clarification of Response (if Necessary):

|  |  |  |
| --- | --- | --- |
| Last Name | First Name | Middle Name |
| Hatfield | John | S. |
| Street Address 1 | Street Address 2 |  |
| 400 N. Fifth Street |  |
| City | State/Province/Country | ZIP/PostalCode |
| Phoenix | ARIZONA | 85004 |

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Relationship: | X | Executive Officer |    | Director |    | Promoter |

Clarification of Response (if Necessary):

4. Industry Group

|  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
|

|  |  |
| --- | --- |
|    | Agriculture |
|  | Banking & Financial Services |
|

|  |  |
| --- | --- |
|    | Commercial Banking |
|    | Insurance |
|    | Investing |
|    | Investment Banking |
|    | Pooled Investment Fund |
|  |  |
|  | Is the issuer registered as an investment company under the Investment Company Act of 1940?  |
|

|  |  |  |  |
| --- | --- | --- | --- |
|    | Yes |    | No |

 |  |
|    | Other Banking & Financial Services |

 |  |
|    | Business Services |
|  | Energy |
|

|  |  |
| --- | --- |
|    | Coal Mining |

 |  |
|

|  |  |
| --- | --- |
| X | Electric Utilities |

 |  |
|

|  |  |
| --- | --- |
|    | Energy Conservation |

 |  |
|

|  |  |
| --- | --- |
|    | Environmental Services |

 |  |
|

|  |  |
| --- | --- |
|    | Oil & Gas |

 |  |
|

|  |  |
| --- | --- |
|    | Other Energy |

 |  |

|  |  |
| --- | --- |
|  | Health Care |
|

|  |  |
| --- | --- |
|    | Biotechnology |

 |  |
|

|  |  |
| --- | --- |
|    | Health Insurance |

 |  |
|

|  |  |
| --- | --- |
|    | Hospitals & Physicians |

 |  |
|

|  |  |
| --- | --- |
|    | Pharmaceuticals |

 |  |
|

|  |  |
| --- | --- |
|    | Other Health Care |

 |  |
|    | Manufacturing |
|  | Real Estate |
|

|  |  |
| --- | --- |
|    | Commercial |

 |  |
|

|  |  |
| --- | --- |
|    | Construction |

 |  |
|

|  |  |
| --- | --- |
|    | REITS & Finance |

 |  |
|

|  |  |
| --- | --- |
|    | Residential |

 |  |
|

|  |  |
| --- | --- |
|    | Other Real Estate |

 |  |

 |

|  |  |  |  |
| --- | --- | --- | --- |
|

|  |
| --- |
|    |

 | Retailing

|  |
| --- |
|    |

 |
|  | Restaurants |
|  | Technology |
|

|  |  |
| --- | --- |
|    | Computers |

 |  |
|

|  |  |
| --- | --- |
|    | Telecommunications |

 |  |
|

|  |  |
| --- | --- |
|    | Other Technology |

 |  |
|  | Travel |
|

|  |  |
| --- | --- |
|    | Airlines & Airports |

 |  |
|

|  |  |
| --- | --- |
|    | Lodging & Conventions |

 |  |
|

|  |  |
| --- | --- |
|    | Tourism & Travel Services |

 |  |
|

|  |  |
| --- | --- |
|    | Other Travel |

 |

|  |
| --- |
|    |

 |
|  | Other |

 |  |

5. Issuer Size

|  |  |  |
| --- | --- | --- |
| Revenue Range | OR | Aggregate Net Asset Value Range |
|    | No Revenues |    | No Aggregate Net Asset Value |
|    | $1 - $1,000,000 |    | $1 - $5,000,000 |
|    | $1,000,001 - $5,000,000 |    | $5,000,001 - $25,000,000 |
|    | $5,000,001 - $25,000,000 |    | $25,000,001 - $50,000,000 |
|    | $25,000,001 - $100,000,000 |    | $50,000,001 - $100,000,000 |
| X | Over $100,000,000 |    | Over $100,000,000 |
|    | Decline to Disclose |    | Decline to Disclose |
|    | Not Applicable |    | Not Applicable |

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

|  |  |  |  |
| --- | --- | --- | --- |
|    | Rule 504(b)(1) (not (i), (ii) or (iii)) |    | Rule 505 |
|    | Rule 504 (b)(1)(i) | X | Rule 506 |
|    | Rule 504 (b)(1)(ii) |    | Securities Act Section 4(5) |
|    | Rule 504 (b)(1)(iii) |    | Investment Company Act Section 3(c) |
|

|  |  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- | --- |
|

|  |  |  |  |
| --- | --- | --- | --- |
|    | Section 3(c)(1) |    | Section 3(c)(9)   |

|  |  |  |  |
| --- | --- | --- | --- |
|    | Section 3(c)(2) |    | Section 3(c)(10) |

 |
|

|  |  |  |  |
| --- | --- | --- | --- |
|    | Section 3(c)(3) |    | Section 3(c)(11) |

 |
|

|  |  |  |  |
| --- | --- | --- | --- |
|    | Section 3(c)(4) |    | Section 3(c)(12) |

 |
|

|  |  |  |  |
| --- | --- | --- | --- |
|    | Section 3(c)(5) |    | Section 3(c)(13) |

 |
|

|  |  |  |  |
| --- | --- | --- | --- |
|    | Section 3(c)(6) |    | Section 3(c)(14) |

 |
|

|  |  |
| --- | --- |
|    | Section 3(c)(7) |

 |
|  |

 |  |

7. Type of Filing

|  |  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- | --- |
|    | New Notice |  | Date of First Sale | 2001-05-01 |  |    | First Sale Yet to Occur |
| X | Amendment |  |

8. Duration of Offering

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Does the Issuer intend this offering to last more than one year? |

|  |  |  |  |
| --- | --- | --- | --- |
| X | Yes |    | No |

 |  |

9. Type(s) of Securities Offered (select all that apply)

|  |  |  |  |
| --- | --- | --- | --- |
|    | Equity |    | Pooled Investment Fund Interests |
| X | Debt |    | Tenant-in-Common Securities |
|    | Option, Warrant or Other Right to Acquire Another Security |    | Mineral Property Securities |
|    | Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security |    | Other (describe) |
|  |  |

10. Business Combination Transaction

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? |

|  |  |  |  |
| --- | --- | --- | --- |
|    | Yes | X | No |

 |  |

Clarification of Response (if Necessary):

11. Minimum Investment

|  |  |  |
| --- | --- | --- |
| Minimum investment accepted from any outside investor | $250,000  | USD |

12. Sales Compensation

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Recipient

|  |  |  |
| --- | --- | --- |
| Recipient CRD Number |    | None |

 |  |  |
| Barclays Capital Inc. | 19714

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer | X | None |

 |  |
|

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer CRD Number | X | None |

 |  |  |
| None | None |  |
| Street Address 1 | Street Address 2 |  |
| 745 Seventh Avenue |  |  |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10019

|  |  |  |
| --- | --- | --- |
| State(s) of Solicitation (select all that apply)Check “All States” or check individual States | X | All States |

 |
|

|  |  |
| --- | --- |
|    | Foreign/non-US |

 |  |  |
|  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Recipient

|  |  |  |
| --- | --- | --- |
| Recipient CRD Number |    | None |

 |  |  |
| Banc of America Securities, LLC. | 26091

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer | X | None |

 |  |
|

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer CRD Number | X | None |

 |  |  |
| None | None |  |
| Street Address 1 | Street Address 2 |  |
| One Bryant Park | 8th Floor |  |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10036

|  |  |  |
| --- | --- | --- |
| State(s) of Solicitation (select all that apply)Check “All States” or check individual States | X | All States |

 |
|

|  |  |
| --- | --- |
|    | Foreign/non-US |

 |  |  |
|  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Recipient

|  |  |  |
| --- | --- | --- |
| Recipient CRD Number |    | None |

 |  |  |
| Goldman, Sachs & Co. | 361

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer | X | None |

 |  |
|

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer CRD Number | X | None |

 |  |  |
| None | None |  |
| Street Address 1 | Street Address 2 |  |
| 30 Hudson Street | Attn: Ken Gumbs |  |
| City | State/Province/Country | ZIP/Postal Code |
| Jersey City | NEW JERSEY | 07302

|  |  |  |
| --- | --- | --- |
| State(s) of Solicitation (select all that apply)Check “All States” or check individual States | X | All States |

 |
|

|  |  |
| --- | --- |
|    | Foreign/non-US |

 |  |  |
|  |  |

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Recipient

|  |  |  |
| --- | --- | --- |
| Recipient CRD Number |    | None |

 |  |  |
| Credit Suisse First Boston Corporation | 816

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer | X | None |

 |  |
|

|  |  |  |
| --- | --- | --- |
| (Associated) Broker or Dealer CRD Number | X | None |

 |  |  |
| None | None |  |
| Street Address 1 | Street Address 2 |  |
| 11 Madison Avenue, 5th Floor | Attn: Emily Laochua |  |
| City | State/Province/Country | ZIP/Postal Code |
| New York | NEW YORK | 10010

|  |  |  |
| --- | --- | --- |
| State(s) of Solicitation (select all that apply)Check “All States” or check individual States | X | All States |

 |
|

|  |  |
| --- | --- |
|    | Foreign/non-US |

 |  |  |
|  |  |

13. Offering and Sales Amounts

|  |  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- | --- |
| Total Offering Amount |  | USD

|  |  |  |
| --- | --- | --- |
| or | X | Indefinite |

 |  |
| Total Amount Sold | $20,400,000  | USD |  |
| Total Remaining to be Sold |  | USD

|  |  |  |
| --- | --- | --- |
| or | X | Indefinite |

 |  |

Clarification of Response (if Necessary):

13. Continuous offering comm'l paper program consisting of short-term notes. The max amt authorized to be outstanding at any time is $200M. The amt outstanding varies day to day based on liquidity needs of the company as does the number of investors.

14. Investors

|  |  |  |  |
| --- | --- | --- | --- |
|

|  |
| --- |
|    |

 | Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering. |  |
|  | Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

|  |
| --- |
| 1 |

 |  |

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
| Sales Commissions | $0  | USD

|  |  |
| --- | --- |
| X | Estimate |

 |  |
| Finders' Fees | $0  | USD

|  |  |
| --- | --- |
|    | Estimate |

 |  |

Clarification of Response (if Necessary):

Typically sales commissions of around 5 basis points are paid to dealers.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

|  |  |  |  |  |  |
| --- | --- | --- | --- | --- | --- |
|  | $0  | USD

|  |  |
| --- | --- |
|    | Estimate |

 |  |

Clarification of Response (if Necessary):

Pinnacle West Capital Corporation will use the proceeds from this offering to meet working capital needs and to repay its indebtedness.

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

|  |
| --- |
| In submitting this notice, each issuer named above is: |
| * Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.\*
* Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of:  (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
* Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).
 |

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

| Issuer | Signature | Name of Signer | Title | Date |
| --- | --- | --- | --- | --- |
| PINNACLE WEST CAPITAL CORP | /s/ James R. Hatfield | James R. Hatfield | Sr. Vice President and Chief Financial Officer | 2011-02-15 |

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

\* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.