

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, DC 20549

Amendment No. 1
 to
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Southern California Gas Company

(Exact Name of Registrant as Specified in Its Charter)

California
 (State or Other Jurisdiction of
 Incorporation or Organization)

95-1240705
 (I.R.S. Employer
 Identification Number)

555 West Fifth Street
 Los Angeles, California 90013-1011
 (213) 244-1200

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

Sharon L. Tomkins
 Southern California Gas Company
 Vice President and General Counsel
 555 West Fifth Street
 Los Angeles, California 90013-1011
 (213) 244-1200

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)

Copies to:

Barry M. Clarkson, Esq.
 Gregory P. Rodgers, Esq.
 Latham & Watkins LLP
 12670 High Bluff Drive
 San Diego, California 92130
 (858) 523-5400

Approximate Date of Commencement of Proposed Sale to the Public: From time to time after the registration statement becomes effective, as determined by market and other conditions.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

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

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, or until this registration statement shall become effective on such date as the Commission, acting pursuant to said Section 8(a), may determine.

EXPLANATORY NOTE

This Amendment No. 1 to the Registration Statement on Form S-3 (File No. 333-205950) (the "Registration Statement") of Southern California Gas Company is being filed solely to re-file Exhibits 5.1, 23.1 and 23.2 to the Registration Statement. Accordingly, this Amendment No. 1 consists solely of the facing page, this explanatory note, Item 16 of Part II of the Registration Statement, Exhibit 5.1, Exhibit 23.1, Exhibit 23.2 and the signature page. This Amendment No. 1 does not modify any provision of the Registration Statement except as specifically noted herein.

PART II.

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits.

(a) Exhibits

A list of exhibits filed with this registration statement on Form S-3 is set forth on the Exhibit Index and is incorporated herein by reference.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, Southern California Gas Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Diego, State of California, on the 14th day of August, 2015.

Southern California Gas Company

By: _____
Dennis V. Arriola
President and
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this amendment has been signed below by the following persons in the capacities indicated on the 14th day of August, 2015.

<u>Signature</u>	<u>Title</u>
* _____ Dennis V. Arriola	President, Chief Executive Officer (Principal Executive Officer) and Director
/s/ Bruce A. Folkmann _____ Bruce A. Folkmann	Vice President, Controller, Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Financial and Accounting Officer)
* _____ Jessie J. Knight, Jr.	Chairman and Director
* _____ Joseph A. Householder	Director
* _____ J. Bret Lane	Director
* _____ Martha B. Wyrsh	Director

* The undersigned does hereby sign this Amendment No. 1 to the Registration Statement on behalf of each of the above indicated directors and officers of Southern California Gas Company pursuant to a power of attorney executed by each such director and officer.

By: /s/ Bruce A. Folkmann

Bruce A. Folkmann
Attorney-in-Fact

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
*1.1	Form of Underwriting Agreement (Senior Debt Securities).
*1.2	Form of Underwriting Agreement (First Mortgage Bonds).
*1.3	Form of Underwriting Agreement (Preferred Stock).
3.1	Restated Articles of Incorporation of Southern California Gas Company (incorporated by reference from the Form 10-K for the year ended December 31, 1996 (Exhibit 3.01)).
3.2	Amended and Restated Bylaws of Southern California Gas Company effective June 14, 2010 (incorporated by reference from the Form 8-K filed June 17, 2010 (Exhibit 3.1)).
***4.1	Form of Indenture (Senior Debt Securities).
4.2	Form of Senior Debt Security (included in Exhibit 4.1).
4.3	First Mortgage Indenture of Southern California Gas Company to American Trust Company dated October 1, 1940 (incorporated by reference from the Registration Statement No. 2-4504 (Exhibit B-4)).
4.4	Supplemental Indenture of Southern California Gas Company to American Trust Company dated as of August 1, 1955 (incorporated by reference from Registration Statement No. 2-11997 filed by Pacific Lighting Corporation (Exhibit 4.07)).
4.5	Supplemental Indenture of Southern California Gas Company to American Trust Company dated as of December 1, 1956 (incorporated by reference from Sempra Energy's Form 10-K for the year ended December 31, 2006 (Exhibit 4.09)).
4.6	Supplemental Indenture of Southern California Gas Company to Wells Fargo Bank dated as of June 1, 1965 (incorporated by reference from Sempra Energy's Form 10-K for the year ended December 31, 2006 (Exhibit 4.10)).
4.7	Supplemental Indenture of Southern California Gas Company to Wells Fargo Bank, National Association dated as of August 1, 1972 (incorporated by reference from Registration Statement No. 2-59832 (Exhibit 2.19)).
4.8	Supplemental Indenture of Southern California Gas Company to Wells Fargo Bank, National Association dated as of May 1, 1976 (incorporated by reference from Registration Statement No. 2-56034 (Exhibit 2.20)).
4.9	Supplemental Indenture of Southern California Gas Company to Wells Fargo Bank, National Association dated as of September 15, 1981 (incorporated by reference from Registration Statement No. 333-70654 (Exhibit 4.24)).
4.10	Form of First Mortgage Bond (included in Exhibit 4.3).
*4.11	Form of Certificate of Determination for Series Preferred Stock and stock certificate.
**5.1	Opinion of Latham & Watkins LLP.
12.1	Statements regarding the computation of ratio of earnings to fixed charges and the computation of ratio of earnings to combined fixed charges and preferred stock dividends for the years ended December 31, 2014, 2013, 2012, 2011 and 2010 and for the six months ended June 30, 2015 (incorporated by reference from the Form 10-Q, filed on August 4, 2015 (Exhibit 12.3)).
**23.1	Independent Registered Public Accounting Firm's Consent (Deloitte & Touche LLP).
**23.2	Consent of Latham & Watkins LLP (included in Exhibit 5.1).
***24.1	Power of Attorney.

Exhibit No.

Description

***25.1 Statement of Eligibility on Form T-1 under the Trust Indenture Act of 1939, as amended, of U.S. Bank National Association, as Trustee under the Indenture for Senior Debt Securities and Trustee under the First Mortgage Indenture.

* To be filed by amendment or incorporated by reference in connection with the offering of the offered securities.

** Filed herewith.

*** Previously filed.

FIRM / AFFILIATE OFFICES

Abu Dhabi	Milan
Barcelona	Moscow
Beijing	Munich
Boston	New Jersey
Brussels	New York
Century City	Orange County
Chicago	Paris
Dubai	Riyadh
Düsseldorf	Rome
Frankfurt	San Diego
Hamburg	San Francisco
Hong Kong	Shanghai
Houston	Silicon Valley
London	Singapore
Los Angeles	Tokyo
Madrid	Washington, D.C.

August 14, 2015

Southern California Gas Company
555 West Fifth Street
Los Angeles, CA 90013

Re: Registration Statement on Form S-3 of Southern California Gas Company.

Ladies and Gentlemen:

We have acted as special counsel to Southern California Gas Company, a California corporation (the "**Company**"), in connection with its filing on July 30, 2015 with the Securities and Exchange Commission (the "**Commission**") of a registration statement on Form S-3, as amended by Amendment No. 1 thereto filed with the Commission on the date hereof (as may be further amended, the "**Registration Statement**"), including a base prospectus (the "**Base Prospectus**"), which provides that it will be supplemented by one or more prospectus supplements (each such prospectus supplement, together with the Base Prospectus, a "**Prospectus**"), under the Securities Act of 1933, as amended (the "**Act**"), relating to the registration for issue and sale by the Company of up to \$2,600,000,000 aggregate offering price of (i) one or more series of senior unsecured debt securities (the "**Notes**") under an indenture between the Company and U.S. Bank National Association, as trustee (in such capacity, together with its successors, the "**Notes Trustee**"), a form of which is included as Exhibit 4.1 to the Registration Statement, and one or more supplements thereto (collectively, the "**Notes Indenture**"), (ii) one or more series of first mortgage bonds (the "**First Mortgage Bonds**") under a First Mortgage Indenture, dated October 1, 1940, between the Company and U.S. Bank National Association, as successor trustee (in such capacity, together with its successors, the "**Bond Trustee**"), which is included as Exhibits 4.3 through 4.9 of the Registration Statement, as amended to the date hereof, and as further supplemented by one or more supplements thereto (collectively, the "**Bond Indenture**"), and (iii) shares of series preferred stock (the "**Series Preferred Stock**"). The Notes, First Mortgage Bonds and Series Preferred Stock, plus any additional Notes, First Mortgage Bonds and Series Preferred Stock that may be registered pursuant to any subsequent registration statement that the Company may hereafter file with the Commission pursuant to Rule 462(b) under the Act in connection with the offering by the

Company contemplated by the Registration Statement, are referred to herein collectively as the “*Securities*.”

This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or related applicable Prospectus, other than as expressly stated herein with respect to the issue of the Securities.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the internal laws of the State of New York and the internal laws of the State of California (which is the law the Company has indicated will govern the First Mortgage Bonds, as will be provided in the applicable supplemental indenture pertaining to the applicable series of First Mortgage Bonds), and we express no opinion with respect to the applicability thereto, or the effect thereon, of the laws of any other jurisdiction or as to any matters of municipal law or the laws of any local agencies within any state.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof:

1. When the Notes Indenture has been duly authorized, executed and delivered by all necessary corporate action of the Company and the Notes Trustee, and when the specific terms of the Notes have been duly established in accordance with the terms of the Notes Indenture and authorized by all necessary corporate action of the Company, and such Notes have been duly executed, authenticated, issued and delivered against payment therefor in accordance with the terms of the Notes Indenture and in the manner contemplated by the applicable Prospectus and by such corporate action, such Notes will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

2. When the supplemental indenture pertaining to the applicable series of First Mortgage Bonds has been duly authorized, executed and delivered by all necessary corporate action of the Company and the Bond Trustee, and when the specific terms of such series of First Mortgage Bonds have been duly established in accordance with the terms of the Bond Indenture and applicable law and authorized by all necessary corporate action of the Company and the Bond Trustee, and such series of First Mortgage Bonds have been duly executed, authenticated, issued and delivered against payment therefor in accordance with the terms of the Bond Indenture and in the manner contemplated by the applicable Prospectus and by such corporate action, such series of First Mortgage Bonds will be the legally valid and binding obligations of the Company, enforceable against the Company in accordance with their terms.

3. When a series of Series Preferred Stock has been duly established in accordance with the terms of the Company’s Restated Articles of Incorporation and authorized by all necessary corporate action of the Company, upon issuance, delivery and payment therefor in the manner contemplated by the applicable Prospectus and by such corporate action, and in total

amounts and numbers of shares that do not exceed the respective total amounts and numbers of shares (a) available under the articles of incorporation, and (b) authorized by the board of directors in connection with the offering contemplated by the applicable Prospectus, such shares of such series of Series Preferred Stock will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the general corporation law of the State of California.

Our opinions are subject to: (i) the effect of bankruptcy, insolvency, reorganization, preference, fraudulent transfer, moratorium or other similar laws relating to or affecting the rights and remedies of creditors; (ii) the effect of general principles of equity, whether considered in a proceeding in equity or at law (including the possible unavailability of specific performance or injunctive relief), concepts of materiality, reasonableness, good faith and fair dealing, and the discretion of the court before which a proceeding is brought; (iii) the invalidity under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (iv) we express no opinion as to (a) any provision for liquidated damages, default interest, late charges, monetary penalties, make-whole premiums or other economic remedies to the extent such provisions are deemed to constitute a penalty, (b) consents to, or restrictions upon, governing law, jurisdiction, venue, arbitration, remedies, or judicial relief, (c) waivers of rights or defenses, (d) any provision requiring the payment of attorneys' fees, where such payment is contrary to law or public policy, (e) any provision permitting, upon acceleration of the Notes or the First Mortgage Bonds, collection of that portion of the stated principal amount thereof which might be determined to constitute unearned interest thereon, (f) the creation, validity, attachment, perfection, or priority of any lien or security interest, (g) advance waivers of claims, defenses, rights granted by law, or notice, opportunity for hearing, evidentiary requirements, statutes of limitation, trial by jury or at law, or other procedural rights, (h) waivers of broadly or vaguely stated rights, (i) provisions for exclusivity, election or cumulation of rights or remedies, (j) provisions authorizing or validating conclusive or discretionary determinations, (k) grants of setoff rights, (l) proxies, powers and trusts, (m) provisions prohibiting, restricting, or requiring consent to assignment or transfer of any right or property, (n) any provision to the extent it requires that a claim with respect to a security denominated in other than U.S. dollars (or a judgment in respect of such a claim) be converted into U.S. dollars at a rate of exchange at a particular date, to the extent applicable law otherwise provides, and (o) the severability, if invalid, of provisions to the foregoing effect. In addition, we have not been requested to express and, with your consent, do not render any opinion herein with respect to the creation, validity, perfection or priority of any security interest.

With your consent, we have assumed (a) that each of the Notes Indenture, the Bond Indenture, the Notes and the First Mortgage Bonds (collectively, the "**Documents**") will have been duly authorized, executed and delivered by the parties thereto, (b) that each of the Documents constitutes or will constitute legally valid and binding obligations of the parties thereto other than the Company, enforceable against each of them in accordance with their respective terms, and (c) that the status of each of the Documents as legally valid and binding obligations of the parties will not be affected by any failures to obtain required consents,

LATHAM & WATKINS^{LLP}

approvals or authorizations from, or to make required registrations, declarations or filings with, governmental authorities.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement and to the reference to our firm contained in the Prospectus under the heading "Legal Matters." We further consent to the incorporation by reference of this letter and consent into any registration statement or post-effective amendment to the Registration Statement filed pursuant to Rule 462(b) under the Act with respect to any of the Securities. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Latham & Watkins LLP



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655 W Broadway
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USA

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CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Amendment No. 1 to Registration Statement No. 333-205950 on Form S-3 of our reports dated February 26, 2015, relating to the consolidated financial statements of Southern California Gas Company (the "Company"), and the effectiveness of the Company's internal control over financial reporting, appearing in the Annual Report on Form 10-K of Southern California Gas Company for the year ended December 31, 2014, and to the reference to us under the heading "Experts" in the Prospectus, which is part of such Registration Statement.

Deloitte & Touche LLP

August 14, 2015

Member of
Deloitte Touche Tohmatsu Limited