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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**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 19, 2009**

**Oglethorpe Power Corporation  
(An Electric Membership Corporation)  
(Exact name of Registrant as specified in its charter)**

**GEORGIA**  
(State or other jurisdiction  
of incorporation)

**33-7591**  
(Commission  
File Number)

**58-1211925**  
(I.R.S. Employer  
Identification No.)

**2100 East Exchange Place  
Tucker, Georgia**  
(Address of principal executive offices)

**30084-5336**  
(Zip Code)

Registrant's telephone number, including area code **(770) 270-7600**

**None**  
(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))
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**Item 2.03. Creation of a Direct Financial Obligation.**

On February 19, 2009, Oglethorpe issued \$350,000,000 of First Mortgage Bonds, Series 2009 A (the “Bonds”). The Bonds bear interest at 6.10 percent per year, with interest payment dates on March 15 and September 15 of each year, beginning on September 15, 2009. The Bonds have a final maturity of March 15, 2019.

