

Spectra Energy Corp.  
Form 8-K  
November 05, 2015

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

**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):**

**November 5, 2015 (November 4, 2015)**

**SPECTRA ENERGY CORP**

**(Exact name of registrant as specified in its charter)**

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

**1-33007**  
**(Commission**  
  
**File Number)**

**20-5413139**  
**(IRS Employer**  
  
**Identification No.)**

**5400 Westheimer Court, Houston, Texas**  
**(Address of principal executive offices)**

**77056**  
**(Zip Code)**

**Registrant's telephone number, including area code 713-627-5400**

**(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 (see General Instruction A.2. below):

- .. 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))

**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On November 4, 2015, the Board (the Board ) of Directors of Spectra Energy Corp (the Company ) approved the amendment and restatement of the Company s By-Laws (the Amended and Restated By-Laws ) to implement a proxy access By-Law. Article III, Section 3.02 of the Amended and Restated By-Laws permits a stockholder, or a group of up to 20 stockholders, owning 3% or more of the Company s outstanding common stock continuously for at least three years to nominate and include in the Company s proxy materials directors constituting up to 20% of the Board, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Amended and Restated By-Laws.

The Amended and Restated By-Laws also make clarifications, updates and refinements to the requirements of Article II for properly bringing a business before an annual meeting and the informational requirements applicable to director nominees contained in Article III, section 3.02(d).

The description of the amendment and restatement is qualified in its entirety by reference to the text of the Amended and Restated By-Laws filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

3.1 The By-Laws of Spectra Energy Corp, as amended and restated on November 4, 2015

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 hereunto duly authorized.

SPECTRA ENERGY CORP

/s/ Patricia M. Rice  
Patricia M. Rice  
Vice President, Deputy General Counsel and  
Secretary

Date: November 5, 2015

EXHIBIT INDEX

Exhibit Number	Exhibit
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