

SOUTHWESTERN ENERGY CO

Form 8-K

November 13, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**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 9, 2015**

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**SOUTHWESTERN ENERGY COMPANY**

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

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**Delaware**

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

**1-08246**  
**(Commission File Number)**

**71-0205415**  
**(IRS Employer Identification No.)**

**10000 Energy Drive**

**77389**

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**Spring, Texas**  
(Address of principal executive offices)

(Zip Code)

**(832) 796-1000**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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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## **Section 5 - Corporate Governance and Management**

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

On November 9, 2015, the Board of Directors (the "Board") of Southwestern Energy Company (the "Company") amended and restated the Company's Bylaws (as so amended and restated, the "Bylaws") to implement proxy access among other things.

The Company has engaged in discussions with stockholders about proxy access both before and after the Company's 2015 annual meeting of stockholders, at which a non-binding stockholder proposal on proxy access received majority support. Conversations since that vote have included representatives of large, long-term stockholders owning together more than 50% of the outstanding common stock as well as members of the Board's Nominating and Governance Committee and management. These conversations have enabled the Company to gain valuable feedback regarding proxy access, including feedback as to the particular features that the Company's stockholders view as appropriate to implement the right in a manner that best serves the interests of the Company and its long-term investors.

In general, new Section 2.18 of the Bylaws permits a stockholder, or a group of up to 20 stockholders (with funds having specified relationships constituting a single stockholder), 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 director candidates constituting up to 20% of the Board or two directors, whichever is greater, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws. Shares that have been loaned during any portion of the three-year holding period count as being owned as long as certain conditions for the recall of shares are met. The amendments to the Bylaws also change the time periods for submitting stockholder proposals or nominations for directors that will not be included in the Company's proxy statement.

The description of the amendments to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

## **Section 9 - Financial Statements and Exhibits.**

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

(d) Exhibits

3.1                    Amended and Restated Bylaws of Southwestern Energy Company, as of November 9, 2015.

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**SIGNATURES**

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.

**SOUTHWESTERN ENERGY COMPANY**

Dated: November 13, 2015

By: /s/ JOHN C. ALE

Name: John C. Ale  
Title: Senior Vice President,  
General Counsel and Secretary

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

3.1 Amended and Restated Bylaws of Southwestern Energy Company, as of November 9, 2015.