

SOUTHERN CO
Form 8-K
November 08, 2016

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 8, 2016

Commission Registrant, State of Incorporation, I.R.S. Employer
File Number Address And Telephone Number Identification No.

1-3526 The Southern Company
 (A Delaware Corporation)
 30 Ivan Allen Jr. Boulevard, N.W. 58-0690070
 Atlanta, Georgia 30308
 (404) 506-5000

The name and address of the registrant have not changed since the 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 8.01. Other Events.

On November 8, 2016, The Southern Company (the “Company”) entered into separate Sales Agency Financing Agreements (each, an “Agreement” and collectively, the “Agreements”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc. and UBS Securities LLC. Under the terms of the Agreements, the Company may offer and sell from time to time not to exceed 20,000,000 shares of the Company’s common stock, \$5.00 par value per share (the “Shares”). Unless earlier terminated, the Agreements will terminate upon the earlier of (i) the sale of all of the Shares through the Agreements or (ii) the second anniversary of the date of the Agreements. All of the Shares to be issued and sold under the Agreements were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-202413) of the Company.

Financial

Item 9.01. Statements
and Exhibits.
(d) Exhibits.

1.4(a) Sales Agency
Financing
Agreement
dated as of
November 8,
2016 between
the Company
and Merrill
Lynch,
Pierce,
Fenner &
Smith
Incorporated.

1.4(b) Sales Agency
Financing
Agreement
dated as of
November 8,
2016 between
the Company
and Mizuho
Securities
USA Inc.

1.4(c) Sales Agency
Financing
Agreement
dated as of
November 8,
2016 between
the Company

and UBS
Securities
LLC.

5.1 Opinion of
Troutman
Sanders LLP
relating to the
Shares.

23.1 Consent of
Troutman
Sanders LLP
(included in
Exhibit 5.1
above).

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.

THE SOUTHERN
COMPANY

Date: November 8, 2016

By/s/Melissa K. Caen
Melissa K. Caen
Secretary