

SOUTHWESTERN ENERGY CO

Form 8-K

October 10, 2017

**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): October 10, 2017**

**SOUTHWESTERN ENERGY COMPANY**

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

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

**001-08246**  
**(Commission**  
**File Number)**  
**10000 Energy Drive**

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

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**Spring, Texas 77389**

**(Address of principal executive office) (Zip Code)**

**(832) 796-1000**

**(Registrants telephone number, including area code)**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 7.01 Regulation FD Disclosure**

On October 10, 2017, Southwestern Energy Company (the Company ) announced the final results and expiration of the previously announced tender offers (the Tender Offers ) to purchase for cash (i) any and all of the Company s 4.05% senior notes due 2020 (the 2020 Notes ) and (ii) up to an amount of the Company s 4.10% senior notes due 2022 (the 2022 Notes ) and the Company s 4.95% senior notes due 2025 (the 2025 Notes ) equal to \$800.0 million (the Threshold Amount ) less the amount paid in settlement of tendered and accepted 2020 Notes, excluding accrued interest. Because the aggregate purchase price of the 2020 Notes exceeded the Threshold Amount, no 2022 Notes or 2025 Notes were accepted for purchase in the Tender Offers. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this Item 7.01, including Exhibit 99.1, is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of Section 18, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as set forth by specific reference in such filing.

**Item 9.01 Financial Statements and Exhibits.**

**EXHIBIT INDEX**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	<u>Press Release of Southwestern Energy Company, dated October 10, 2017 relating to the final results and expiration of the Tender Offers</u>

**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: October 10, 2017

By: /s/ Jennifer E. Stewart

Name: Jennifer E. Stewart

Title: Senior Vice President and

Chief Financial Officer Interim