

SOUTHWESTERN ENERGY CO

Form 8-K

May 24, 2013

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**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): May 21, 2013**

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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.)**

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2350 N. Sam Houston Pkwy. E., Suite 125,

Houston, Texas

(Address of principal executive offices)

77032

(Zip Code)

(281) 618-4700

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 21, 2013, at the annual meeting of stockholders of Southwestern Energy Company (the Company), the Company's stockholders voted to approve the Company's 2013 Incentive Plan (the 2013 Plan). The 2013 Plan was adopted by the Company's Board of Directors on February 18, 2013. The Company has reserved 20,500,000 shares for issuance under the 2013 Plan. The foregoing description of the 2013 Plan is qualified in its entirety by reference to the 2013 Plan, which is filed as Exhibit 4.3 to the Company's S-8 filed on May 22, 2013.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The Annual Meeting of Stockholders of the Company was held on May 21, 2013. At the annual meeting, the stockholders elected each of the following individuals to serve on the Board of Directors for a term of one year, or until his or her successor is duly elected and qualified, with the votes, rounded to the nearest whole share, cast as follows:

|              |           |             |
|--------------|-----------|-------------|
| JOHN D. GASS | For:      | 298,519,014 |
|              | Against:  | 1,117,647   |
|              | Abstain:  | 224,876     |
|              | Nonvotes: | 20,113,241  |

|                   |           |             |
|-------------------|-----------|-------------|
| CATHERINE A. KEHR | For:      | 297,329,057 |
|                   | Against:  | 1,521,863   |
|                   | Abstain:  | 1,010,617   |
|                   | Nonvotes: | 20,113,241  |

|                |          |             |
|----------------|----------|-------------|
| GREG D. KERLEY | For:     | 297,174,127 |
|                | Against: | 1,674,604   |
|                | Abstain: | 1,012,805   |

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|                    |           |             |
|--------------------|-----------|-------------|
|                    | Nonvotes: | 20,113,241  |
| HAROLD M. KORELL   | For:      | 295,985,355 |
|                    | Against:  | 2,864,224   |
|                    | Abstain:  | 1,011,958   |
|                    | Nonvotes: | 20,113,241  |
| VELLO A. KUUSKRAA  | For:      | 297,529,841 |
|                    | Against:  | 1,315,598   |
|                    | Abstain:  | 1,016,098   |
|                    | Nonvotes: | 20,113,241  |
| KENNETH R. MOURTON | For:      | 294,225,758 |
|                    | Against:  | 3,620,383   |
|                    | Abstain:  | 2,015,396   |
|                    | Nonvotes: | 20,113,241  |
| STEVEN L. MUELLER  | For:      | 298,206,233 |
|                    | Against:  | 1,434,219   |
|                    | Abstain:  | 221,084     |
|                    | Nonvotes: | 20,113,241  |
| ELLIOT PEW         | For:      | 298,315,914 |
|                    | Against:  | 1,336,526   |
|                    | Abstain:  | 209,096     |
|                    | Nonvotes: | 20,113,241  |
| ALAN H. STEVENS    | For:      | 297,078,712 |
|                    | Against:  | 1,766,712   |
|                    | Abstain:  | 1,016,112   |
|                    | Nonvotes: | 20,113,241  |

In addition, the following proposals were voted at the Annual Meeting:

The ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2013 was approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

|           |             |
|-----------|-------------|
| For:      | 317,201,870 |
| Against:  | 2,516,480   |
| Abstain:  | 256,428     |
| Nonvotes: | 0           |

With respect to the advisory vote regarding the compensation of our Named Executive Officers disclosed in the proxy statement in accordance with SEC rules, which vote is referred to as the say-on-pay vote and occurs each year in accordance with the frequency determined by the Board of Directors, the stockholders have approved the compensation of our Named Executive Officers, with the votes, rounded to the nearest whole share, cast as follows:

|           |             |
|-----------|-------------|
| For:      | 294,794,502 |
| Against:  | 4,523,518   |
| Abstain:  | 542,955     |
| Nonvotes: | 20,113,803  |

With respect to the management proposal on the 2013 Incentive Plan as set forth in the proxy statement, the stockholders have approved the 2013 Incentive Plan, with the votes, rounded to the nearest whole share, cast as follows:

|           |             |
|-----------|-------------|
| For:      | 285,712,243 |
| Against:  | 13,644,815  |
| Abstain:  | 503,917     |
| Nonvotes: | 20,113,803  |

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

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

(d) Exhibits.

- 10.1 Southwestern Energy Company 2013 Incentive Plan dated February 18, 2013. (Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on S-8 filed on May 22, 2013)
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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: May 24, 2013

By: /s/ R. CRAIG OWEN

Name: R. Craig Owen  
Title: Senior Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description</b>  |
|---------------------------|---|
| 10.1                      | Southwestern Energy Company 2013 Incentive Plan dated February 18, 2013. (Incorporated by reference to Exhibit 4.3 to the Registrant's Registration Statement on S-8 filed on May 22, 2013) |