
Section 1: 8-K (SWN FORM 8-K)

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): May 21, 2019

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)

71-0205415

(IRS Employer
Identification No.)

**10000 Energy Drive
Spring, Texas**

(Address of principal executive offices)

77389

(Zip Code)

(832) 796-1000

(Registrant's telephone number, including area code)

Not Applicable

(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:

- 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 Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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.

Third Amendment to 2013 Incentive Plan

On May 21, 2019, at the Company's annual meeting of shareholders (the "Annual Meeting"), the Company's shareholders voted to approve an amendment to the Southwestern Energy Company 2013 Incentive Plan (as previously amended, the "2013 Plan") to increase the number of shares of the Company's common stock that the Company is authorized to issue or award under the 2013 Plan by 36,000,000 shares to a total of 88,700,000 shares (the "Incentive Plan Amendment"). The Incentive Plan Amendment was adopted by the Company's Board of Directors effective as of May 21, 2019, subject to shareholder approval.

A description of the material terms of the Incentive Plan Amendment was included in the Company's 2019 proxy statement filed with the Securities and Exchange Commission on April 11, 2019, and the proxy statement's description of the Incentive Plan Amendment is incorporated herein by reference. The description in the proxy statement and the foregoing description are qualified in their entirety by reference to the Incentive Plan Amendment, which is filed as Exhibit 4.1 to this Current Report on Form 8-K.

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

At the Annual Meeting, the shareholders 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:	399,987,922
	Against:	4,857,991
	Abstain:	658,531
	Nonvotes:	78,061,748
CATHERINE A. KEHR	For:	392,721,607
	Against:	12,127,747
	Abstain:	655,091
	Nonvotes:	78,061,748
GREG D. KERLEY	For:	394,868,690
	Against:	10,152,358
	Abstain:	483,397
	Nonvotes:	78,061,748
JON A. MARSHALL	For:	393,383,581
	Against:	10,137,069
	Abstain:	1,983,795
	Nonvotes:	78,061,748
PATRICK M. PREVOST	For:	391,742,774
	Against:	11,775,886
	Abstain:	1,985,785
	Nonvotes:	78,061,748

ANNE TAYLOR	For:	400,349,133
	Against:	4,485,048
	Abstain:	670,265
	Nonvotes:	78,061,748

WILLIAM J. WAY	For:	398,341,390
	Against:	5,311,649
	Abstain:	1,851,406
	Nonvotes:	78,061,748

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

With respect to the advisory vote regarding the compensation of the Company's named executive officers disclosed in the proxy statement, which vote is referred to as the "say-on-pay vote," the shareholders have approved the compensation of the Company's named executive officers, with the votes, rounded to the nearest whole share, cast as follows:

For:	370,071,205
Against:	33,094,127
Abstain:	2,339,114
Nonvotes:	78,061,748

The proposal as set forth in the proxy statement to approve the Incentive Plan Amendment was approved by the shareholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	361,859,463
Against:	42,862,317
Abstain:	782,665
Nonvotes:	78,061,748

The ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2019 was approved by the shareholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	466,185,814
Against:	16,502,764
Abstain:	877,615

SECTION 8 - Other Events

Item 8.01 Other Events.

At the Special Meeting of the Board of Directors of the Company held immediately following the Annual Meeting, the Board of Directors of the Company re-appointed Catherine A. Kehr as Chairman of the Board.

SECTION 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	Third Amendment to Southwestern Energy Company 2013 Incentive Plan

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 21, 2019

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

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Section 2: EX-4.1 (EXHIBIT 4.1 THIRD AMENDMENT)

THIRD AMENDMENT TO SOUTHWESTERN ENERGY COMPANY 2013 INCENTIVE PLAN

THIS THIRD AMENDMENT (this "Amendment") to the Southwestern Energy Company 2013 Incentive Plan is made and adopted by the Board of Directors (the "Board") of Southwestern Energy Company (the "Company"), effective as of May 21, 2019 (the "Effective Date"), subject to approval by the Company's shareholders. All capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to such terms in the Plan (as defined below).

RECITALS

WHEREAS, the Company maintains the Southwestern Energy Company 2013 Incentive Plan (as amended, the "Plan");

WHEREAS, pursuant to Section 17(a) of the Plan, the Board has the authority to amend the Plan from time to time, including the authority to amend, subject to stockholder approval, the number of shares of common stock of the Company that may be issued under the Plan; and

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to amend the Plan as set forth herein.

NOW, THEREFORE, BE IT RESOLVED, that the Plan is hereby amended as follows, effective as of the Effective Date, subject to approval by the Company's shareholders:

AMENDMENT

1. The first sentence of Section 3(a) of the Plan is hereby amended and restated in its entirety as follows:

“(a) Stock Subject to the Plan

The maximum number of shares of Common Stock that may be issued pursuant to Awards granted under the Plan shall not exceed 88,700,000 shares of Common Stock in the aggregate.”

2. This Amendment shall be and is hereby incorporated in and forms a part of the Plan.
3. Except as expressly provided herein, all terms and conditions of the Plan shall remain in full force and effect.

[*Signature Page Follows*]

I hereby certify that the foregoing Amendment was duly adopted by the Board of Directors of Southwestern Energy Company, effective as of May 21, 2019 and subject to shareholder approval.

Executed on this 21st day of May, 2019.

/s/ John C. Ale
John C. Ale
General Counsel and Secretary

I hereby certify that the foregoing Amendment was approved by the shareholders of Southwestern Energy Company on May 21, 2019.

Executed on this 21st day of May, 2019.

/s/ John C. Ale
John C. Ale
General Counsel and Secretary

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