

SOUTHWESTERN ENERGY CO

Form 8-K

May 20, 2011

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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 17, 2011**

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

On May 17, 2011, the stockholders of Southwestern Energy Company (the Company) approved the amendment of Section 2.5 of the Company's Amended and Restated Bylaws (the Bylaws) as set forth in the Company's definitive proxy statement in order to decrease the stock ownership threshold required for stockholders to call a special meeting to 20% (excluding derivatives) from 25%. The amendment of the Bylaws was previously approved by the Board of Directors of the Company subject to the approval of the stockholders. The Bylaws as amended and restated (the Amended and Restated Bylaws) are filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference. The foregoing description of the Amended and Restated Bylaws does not purport to be complete and is qualified in its entirety by reference to the Amended and Restated Bylaws.

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

The Annual Meeting of Stockholders of the Company was held on May 17, 2011. 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 successor is duly elected and qualified, with the votes, rounded to the nearest whole share, cast as follows:

LEWIS E. EPLEY JR.	For:	272,743,193
	Against:	3,674,795
	Abstain:	2,116,349
	Nonvotes:	29,403,582
	Uncast:	0

ROBERT L. HOWARD	For:	268,180,417
	Against:	8,236,146
	Abstain:	2,117,669
	Nonvotes:	29,403,582
	Uncast:	104

GREG D. KERLEY	For:	251,503,251
	Against:	24,914,593
	Abstain:	2,116,493
	Nonvotes:	29,403,582

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Uncast: 0

HAROLD M. KORELL  
 For: 272,856,900  
 Against: 3,564,827  
 Abstain: 2,112,610  
 Nonvotes: 29,403,582  
 Uncast: 0

VELLO A. KUUSKRAA  
 For: 270,361,998  
 Against: 6,054,796  
 Abstain: 2,117,439  
 Nonvotes: 29,403,582  
 Uncast: 104

KENNETH R. MOURTON  
 For: 268,367,635  
 Against: 8,053,186  
 Abstain: 2,113,515  
 Nonvotes: 29,403,582  
 Uncast: 0

STEVEN L. MUELLER  
 For: 273,729,264  
 Against: 2,689,710  
 Abstain: 2,115,363  
 Nonvotes: 29,403,582  
 Uncast: 0

CHARLES E. SCHARLAU  
 For: 271,852,941  
 Against: 4,563,845  
 Abstain: 2,117,447  
 Nonvotes: 29,403,582  
 Uncast: 104

ALAN H. STEVENS  
 For: 274,053,950  
 Against: 2,366,756  
 Abstain: 2,113,631

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Nonvotes: 29,403,582  
Uncast: 0

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 2011 was approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For: 304,610,777  
Against: 1,068,226  
Abstain: 2,258,915  
Nonvotes: 0

With respect to the advisory vote, referred to as the say-on-pay vote, regarding the compensation of our Named Executive Officers disclosed in the proxy statement in accordance with SEC rules, the stockholders have approved the compensation of our Named Executive Officers, with the votes, rounded to the nearest whole share, cast as follows:

For: 267,812,655  
Against: 8,109,529  
Abstain: 2,612,152  
Nonvotes: 29,403,582

With respect to the advisory vote on the frequency of the say-on-pay vote on executive compensation, the stockholders have approved a frequency of once each year, with the votes, rounded to the nearest whole share, cast as follows:

1 Year: 224,545,640  
2 Years: 11,708,676  
3 Years: 39,549,097  
Abstain: 2,730,923  
Nonvotes: 29,403,582

The proposal to amend the Company's amended and restated bylaws as set forth in the proxy statement to decrease the stock ownership threshold for stockholders to call a special meeting to 20% (excluding derivatives) was approved by

the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	219,112,239
Against:	85,673,931
Abstain:	3,151,749
Nonvotes:	0

The stockholder proposal as set forth in the proxy statement requesting that the Company provide a report of political contributions and expenditures was not approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	64,182,213
Against:	168,712,635
Abstain:	45,639,489
Nonvotes:	29,403,582

## **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 Effective as of May 17, 2011

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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 20, 2011

By: /s/ GREG D. KERLEY

Name: Greg D. Kerley  
Title: Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

3.1                      Amended and Restated Bylaws of Southwestern Energy Company Effective as of May 17, 2011