

WILLIAMS COMPANIES INC  
Form 8-K  
June 29, 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): June 29, 2016**

**The Williams Companies, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

|  |                                     |   |
|--|-------------------------------------|---|
| <b>Delaware</b><br><b>(State or Other Jurisdiction</b> | <b>1-4174</b><br><b>(Commission</b> | <b>73-0569878</b><br><b>(IRS Employer</b> |
| <b>of Incorporation or Organization)</b>               | <b>File Number)</b>                 | <b>Identification No.)</b>                |
| <b>One Williams Center, Tulsa, Oklahoma</b>            |                                     | <b>74172</b>                              |

(Addresses of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (918) 573-2000

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))

**Item 1.02 Termination of a Material Definitive Agreement.**

On September 28, 2015, The Williams Companies, Inc. ( Williams or the Company ), Energy Transfer Equity, L.P. ( Energy Transfer ), Energy Transfer Corp LP ( ETC ), Energy Transfer Corp GP, LLC (f/k/a ETE Corp GP, LLC) ( ETC GP ), LE GP, LLC ( LE ) and Energy Transfer Equity GP, LLC ( ETE GP and, together with Energy Transfer, ETC, ETC GP and LE, the ETE Parties ), entered into an Agreement and Plan of Merger, as amended by Amendment No. 1 thereto (the Merger Agreement ), providing that Williams will be merged with and into ETC (the Merger ), with ETC surviving the Merger. Energy Transfer formed ETC as a limited partnership that will elect to be treated as a corporation for U.S. federal income tax purposes.

On June 29, 2016, Williams received notice from Energy Transfer that it is attempting to terminate the Merger Agreement pursuant to Section 7.01(b)(i) of the Merger Agreement (the Termination Notice ) as the Merger had not been consummated on or before the date that is nine months after the date of the Merger Agreement due to an alleged failure to satisfy the closing condition requiring delivery of a Section 721(a) tax opinion from Latham & Watkins LLP (the Opinion ).

Williams does not believe Energy Transfer had a right to terminate the Merger Agreement because Energy Transfer breached the Merger Agreement by (among other reasons) failing to cooperate and use necessary efforts to satisfy the conditions to closing, including delivery of the Opinion. Williams will continue to take appropriate actions to enforce its rights and deliver benefits to Williams stockholders.

**Item 8.01 Other information.**

A copy of the press release announcing that Williams received the Termination Notice is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

99.1 Press release of the Company dated June 29, 2016.

**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 thereunto duly authorized.

Date: June 29, 2016

**THE WILLIAMS COMPANIES, INC.**

by

/s/ Sarah C. Miller

Name: Sarah C. Miller

Title: Senior Vice President, General Counsel &  
Corporate Secretary

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>                                |
|----------------|---|
| 99.1           | Press release of the Company dated June 29, 2016. |