

SOUTHERN CO  
Form 8-K  
May 25, 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) May 24, 2017

Commission Registrant, State of Incorporation, I.R.S. Employer  
File Number Address And Telephone Number Identification No.

1-3526      The Southern Company  
                 (A Delaware Corporation)  
                 30 Ivan Allen Jr. Boulevard, N.W. 58-0690070  
                 Atlanta, Georgia 30308  
                 (404) 506-5000

The name and address of the registrant have not changed since the 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 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 5.07. Submission of Matters to a Vote of Security Holders.

The Southern Company (the “Company”) held its Annual Meeting of Stockholders on May 24, 2017. Stockholders voted as follows on the matters presented for a vote:

1. The nominees for election to the Board of Directors were elected based on the following votes:

| Nominees               | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Juanita Powell Baranco | 623,154,617 | 9,826,472     | 3,339,202   | 228,527,303      |
| Jon A. Boscia          | 626,423,357 | 6,426,130     | 3,470,804   | 228,527,303      |
| Henry A. Clark III     | 605,430,338 | 27,520,527    | 3,369,426   | 228,527,303      |
| Thomas A. Fanning      | 606,947,938 | 23,482,809    | 5,889,544   | 228,527,303      |
| David J. Grain         | 606,825,016 | 26,078,221    | 3,417,054   | 228,527,303      |
| Veronica M. Hagen      | 623,275,410 | 9,749,805     | 3,295,076   | 228,527,303      |
| Warren A. Hood, Jr.    | 626,309,610 | 6,526,357     | 3,484,324   | 228,527,303      |
| Linda P. Hudson        | 610,966,463 | 22,123,254    | 3,230,574   | 228,527,303      |
| Donald M. James        | 599,095,876 | 33,756,349    | 3,468,066   | 228,527,303      |
| John D. Johns          | 607,776,555 | 25,042,735    | 3,501,001   | 228,527,303      |
| Dale E. Klein          | 605,770,253 | 27,168,691    | 3,381,347   | 228,527,303      |
| William G. Smith, Jr.  | 623,686,802 | 9,001,597     | 3,631,892   | 228,527,303      |
| Steven R. Specker      | 604,033,564 | 28,867,198    | 3,419,529   | 228,527,303      |
| Larry D. Thompson      | 624,719,557 | 8,079,236     | 3,521,498   | 228,527,303      |
| E. Jenner Wood III     | 627,337,127 | 5,470,731     | 3,512,433   | 228,527,303      |

The proposal to approve an amendment to the certificate of incorporation to reduce the supermajority vote requirements to a majority vote, which pursuant to the certificate of incorporation requires the affirmative vote of two-thirds of the issued and outstanding shares, was not approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 615,602,982 | 15,460,262    | 5,257,047   | 228,527,303      |

3. The proposal to approve, on an advisory basis, the Company’s named executive officers’ compensation was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 384,353,212 | 244,037,148   | 7,929,931   | 228,527,303      |

4. The stockholders voted, on an advisory basis, to conduct future advisory votes to approve the compensation of the Company's named executive officers as follows:

| Every Year  | Every Two<br>Years | Every Three Years | Abstentions | Broker<br>Non-Votes |
|-------------|--------------------|-------------------|-------------|---------------------|
| 609,986,261 | 6,404,274          | 14,286,734        | 5,643,022   | 228,527,303         |

In connection with the Annual Meeting, the Board of Directors of the Company recommended that stockholders vote to conduct future advisory votes to approve the compensation of the Company's named executive officers on an annual basis. In light of such recommendation and considering the strong support for an annual vote as reflected in the above voting results, the Board of Directors, on May 24, 2017, determined that the Company will conduct future advisory votes to approve the compensation of the Company's named executive officers annually.

5. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2017 was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 847,318,247 | 13,181,708    | 4,347,639   | 0                   |

6. The stockholder proposal on a report on strategy for international energy agency 2°C scenario was not approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 280,493,015 | 333,201,791   | 22,625,485  | 228,527,303         |

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 hereunto duly authorized.

Date: May 25, 2017 THE SOUTHERN  
COMPANY

By/s/Melissa K. Caen  
Melissa K. Caen  
Assistant Secretary