

SOUTHERN CO
Form 8-K
May 24, 2018

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 23, 2018

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

As previously announced, Art P. Beattie will retire as Executive Vice President and Chief Financial Officer of The Southern Company (the "Company") effective June 1, 2018. On May 23, 2018, the Company entered into a Consulting Agreement with Mr. Beattie, effective as of August 1, 2018, to assist with an orderly transition of knowledge and expertise in the role after his retirement. The agreement will continue through December 31, 2018 and provides for the payment of an aggregate of \$400,000 in five equal monthly installments.

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

The Company held its Annual Meeting of Stockholders on May 23, 2018. 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 | 619,506,684 | 10,350,882 | 3,001,739 | 253,812,558 |
| Jon A. Boscia | 620,443,159 | 9,246,698 | 3,169,448 | 253,812,558 |
| Henry A. Clark III | 616,988,342 | 12,714,494 | 3,156,469 | 253,812,558 |
| Thomas A. Fanning | 606,503,854 | 22,649,899 | 3,705,552 | 253,812,558 |
| David J. Grain | 618,096,341 | 11,551,877 | 3,211,087 | 253,812,558 |
| Veronica M. Hagen | 622,110,443 | 7,745,284 | 3,003,578 | 253,812,558 |
| Linda P. Hudson | 612,107,696 | 17,433,507 | 3,318,102 | 253,812,558 |
| Donald M. James | 612,492,688 | 17,170,743 | 3,195,874 | 253,812,558 |
| John D. Johns | 622,066,091 | 7,516,052 | 3,277,162 | 253,812,558 |
| Dale E. Klein | 617,849,356 | 11,816,047 | 3,193,902 | 253,812,558 |
| Ernest J. Moniz | 622,567,269 | 6,746,897 | 3,545,139 | 253,812,558 |
| William G. Smith, Jr. | 619,612,194 | 10,006,118 | 3,240,993 | 253,812,558 |
| Steven R. Specker | 617,839,223 | 11,802,749 | 3,217,333 | 253,812,558 |
| Larry D. Thompson | 623,615,291 | 5,967,254 | 3,276,760 | 253,812,558 |
| E. Jenner Wood III | 624,348,291 | 5,313,699 | 3,197,315 | 253,812,558 |

2. 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 |
|-------------|------------------|-------------|---------------------|
| 591,250,807 | 34,274,400 | 7,334,098 | 253,812,558 |

3. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2018 was approved based upon the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|------------------|-------------|---------------------|
| 868,808,130 | 13,575,648 | 4,288,085 | 0 |

4. The stockholder proposal to amend the proxy access by-laws was not approved based upon the following votes:

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|------------------|-------------|---------------------|
| 126,624,682 | 495,142,822 | 11,091,801 | 253,812,558 |

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 24, 2018 THE SOUTHERN
COMPANY

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