

ATMOS ENERGY CORP
Form 8-K
February 12, 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

February 7, 2018
Date of Report (Date of earliest event reported)

ATMOS ENERGY CORPORATION
(Exact Name of Registrant as Specified in its Charter)

TEXAS AND VIRGINIA 1-10042 75-1743247

(State or Other Jurisdiction (Commission File (I.R.S. Employer
of Incorporation) Number) Identification No.)

1800 THREE LINCOLN CENTRE,
5430 LBJ FREEWAY, DALLAS, TEXAS 75240

(Address of Principal Executive Offices) (Zip Code)

(972) 934-9227

(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))

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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).

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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.

At the company’s 2018 annual meeting of shareholders on February 7, 2018, of the 110,958,181 total shares of common stock outstanding and entitled to vote, a total of 99,823,932 shares were represented, constituting an 89.96% quorum. The final results for each of the matters submitted to a vote of our shareholders at the annual meeting are as follows:

Proposal No. 1: All of the board’s nominees for director were elected by our shareholders to serve until the company’s 2019 annual meeting of shareholders or until their respective successors are elected and qualified, with the vote totals as set forth in the table below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Robert W. Best | 82,442,602 | 1,160,251 | 111,953 | 16,109,126 |
| Kim R. Cocklin | 82,715,481 | 794,870 | 204,455 | 16,109,126 |
| Kelly H. Compton | 83,201,671 | 388,703 | 124,432 | 16,109,126 |
| Richard W. Douglas | 82,803,961 | 787,686 | 123,159 | 16,109,126 |
| Ruben E. Esquivel | 83,187,499 | 401,715 | 125,592 | 16,109,126 |
| Rafael G. Garza | 83,186,371 | 404,092 | 124,343 | 16,109,126 |
| Richard K. Gordon | 81,843,880 | 1,753,212 | 117,714 | 16,109,126 |
| Robert C. Grable | 82,909,227 | 685,687 | 119,892 | 16,109,126 |
| Michael E. Haefner | 83,124,095 | 475,158 | 115,553 | 16,109,126 |
| Nancy K. Quinn | 82,555,484 | 1,049,253 | 110,069 | 16,109,126 |
| Richard A. Sampson | 83,297,499 | 298,761 | 118,546 | 16,109,126 |
| Stephen R. Springer | 82,508,284 | 1,093,350 | 113,172 | 16,109,126 |
| Richard Ware II | 82,118,775 | 1,471,264 | 124,767 | 16,109,126 |

Proposal No. 2: The appointment of Ernst & Young LLP as the company’s independent registered public accounting firm for fiscal 2018 was ratified by our shareholders, with the vote totals as set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 98,569,791 | 1,080,583 | 173,558 | 0- |

Proposal No. 3: Our shareholders approved, on an advisory (non-binding) basis, the compensation of our named executive officers for fiscal 2017, with the vote totals as set forth in the table below:

| For | Against | Abstain | Broker Non-Votes |
|------------|------------|---------|------------------|
| 72,849,526 | 10,522,861 | 342,419 | 16,109,126 |

Item 8.01. Other Events.

On February 7, 2018, the independent directors of the company's board designated director Richard K. Gordon as Lead Director.

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.

ATMOS ENERGY CORPORATION
(Registrant)

By: /s/ KAREN E. HARTSFIELD
Karen E. Hartsfield
Senior Vice President, General Counsel
and Corporate Secretary

DATE: February 12, 2018