

SOUTHWESTERN ENERGY CO

Form 8-K

May 25, 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 22, 2018

SOUTHWESTERN ENERGY COMPANY

(Exact name of registrant as specified in its charter)

|                                                                   |                             |                                      |
|-------------------------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware                                                          | 001-08246                   | 71-0205415                           |
| (State or other jurisdiction<br>of incorporation or organization) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

10000 Energy Drive

Spring, Texas 77389

(Address of principal executive office) (Zip Code)

(832) 796-1000

(Registrants' telephone number, including area code)

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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 5.07 Submission of Matters to a Vote of Security Holders.

On May 22, 2018, at the Company’s annual meeting of stockholders (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 or her successor is duly elected and qualified, with the votes, rounded to the nearest whole share, cast as follows:

JOHN D. GASS For: 392,121,847  
Against: 21,629,930  
Abstain: 734,694  
Nonvotes: 102,817,606

CATHERINE A. KEHR For: 396,299,422  
Against: 16,002,794  
Abstain: 2,184,255  
Nonvotes: 102,817,606

GREG D. KERLEY For: 397,107,800  
Against: 16,735,826  
Abstain: 642,845  
Nonvotes: 102,817,606

JON A. MARSHALL For: 403,613,166  
Against: 9,295,263  
Abstain: 1,578,042  
Nonvotes: 102,817,606

PATRICK M. PREVOST For: 407,380,705  
Against: 5,326,452  
Abstain: 1,779,314  
Nonvotes: 102,817,606

TERRY W. RATHER For: 407,110,601  
Against: 6,709,480  
Abstain: 666,389  
Nonvotes: 102,817,606

WILLIAM J. WAY For: 404,466,504  
Against: 9,305,966  
Abstain: 714,001  
Nonvotes: 102,817,606

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In addition, the following proposals were voted at the Annual Meeting:

With respect to the advisory vote regarding the compensation of the Company's named executive officers disclosed in the proxy statement, which vote is referred to as the "say-on-pay vote," the stockholders have approved the compensation of the Company's named executive officers, with the votes, rounded to the nearest whole share, cast as follows:

For: 286,871,130  
Against: 126,325,607  
Abstain: 1,289,735  
Nonvotes: 102,817,606

The ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2018 was approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For: 511,728,197  
Against: 5,551,514  
Abstain: 24,366

## SECTION 8 – Other Events

### Item 8.01 Other Events.

At the Special Meeting of the Board of Directors of the Company held immediately following the Annual Meeting, the Board of Directors of the Company re-appointed Catherine A. Kehr as Chairman of the Board.

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 25, 2018 By: /s/ John C. Ale  
Name: John C. Ale  
Title: Senior Vice President, General Counsel  
  
and Secretary

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