

Corvex Management LP
Form 3
June 18, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Corvex Management LP		(Month/Day/Year)	ENERGEN CORP [EGN]	
(Last)	(First)	(Middle)	06/13/2018	
667 MADISON AVENUE		4. Relationship of Reporting Person(s) to Issuer		5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)		(Check all applicable)		6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10065		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Potential Group Members		<input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,710,474	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Call Options (obligation to sell)	05/20/2018	11/18/2018	Common Stock	2,000,000	\$ 67.37	I	See Footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Corvex Management LP 667 MADISON AVENUE NEW YORK, NY 10065	Â	Â	Â	Potential Group Members
Meister Keith A. 667 MADISON AVENUE NEW YORK, NY 10065	Â	Â	Â	Potential Group Members

Signatures

CORVEX MANAGEMENT LP, Name: /s/ Keith Meister, Title: Managing Partner 06/18/2018

__Signature of Reporting Person Date

/s/ Keith Meister 06/18/2018

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Shares of common stock (the "Shares") of Energen Corporation (the "Issuer") held for the accounts of certain private investment funds for which Corvex Management LP ("Corvex") acts as investment adviser, including Corvex Master Fund LP and Corvex Select Equity Master Fund LP (collectively, the "Corvex Funds"). The general partner of Corvex is controlled by Mr. Meister.

(2) For purposes of Section 16 of the Securities Exchange Act of 1934 (the "Exchange Act"), each of Corvex and Mr. Meister disclaims beneficial ownership of the securities of the Issuer held directly by the Corvex Funds except to the extent of their pecuniary interest therein, and this report shall not be deemed an admission that any of Corvex or Mr. Meister is the beneficial owner of such securities for purposes of Section 16 or any other purpose.

(3) Corvex and Mr. Meister may be deemed to be members of a "group" for purposes of Section 13(d)(3) of the Exchange Act with High River Limited Partnership, Hopper Investments LLC, Barberry Corp., Icahn Partners Master Fund LP, Icahn Offshore LP, Icahn Partners LP, Icahn Onshore LP, Icahn Capital LP, IPH GP LLC, Icahn Enterprises Holdings L.P., Icahn Enterprises G.P. Inc., Beckton Corp. and Carl C. Icahn (collectively, the "Icahn Persons"). Subject to Footnote 4 below, none of Corvex, the Corvex Funds or Mr. Meister has any pecuniary interest in any Shares beneficially owned by any of the Icahn Persons and each of Corvex, the Corvex Funds and Mr. Meister disclaims beneficial ownership of such Shares. The Icahn Persons are separately filing a Form 3.

(4) On May 20, 2018, Corvex and the Corvex Funds (the "Corvex Parties") and High River Limited Partnership, Icahn Partners LP and Icahn Partners Master Fund LP (the "Icahn Group") entered into a Stock Option Agreement (the "Option Agreement") pursuant to which the Corvex Parties granted the Icahn Group an option (the "Option") to purchase 2,000,000 Shares in the aggregate at a price of \$67.37 per Share. Prior to exercise of the Option, the Corvex Parties shall retain all incidents of ownership of the underlying Shares, including, without limitation, all voting rights, and the Icahn Group shall not have the right, and shall not, direct the voting of any Shares prior to the exercise of the Option.

(5) (Continued from footnote 4) The Corvex Parties shall hold for the benefit of the Icahn Group and deliver to the Icahn Group upon the exercise of the Option, any and all dividends or other distributions with respect to the Shares (whether payable in cash, securities or other assets) that are issued, paid, or as to which a record date is set while the Corvex Parties are holders of record, on or following the date of the Option Agreement.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.