

ENERGEN CORP  
Form SC 13D  
November 19, 2018

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

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SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

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ENERGEN CORPORATION  
(Name of Issuer)

COMMON STOCK, \$0.01 PAR VALUE  
(Title of Class of Securities)

29265N108  
(CUSIP Number)

Jesse Lynn  
Icahn Capital LP  
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New York, New York 10153  
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COPIES TO:

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

November 16, 2018  
(Date of Event Which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

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Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to \*the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 29265N108

Name of Reporting Person:

1. HIGH RIVER LIMITED  
PARTNERSHIP  
Check the Appropriate Box if a Member  
of a Group (See Instructions):  
2. (a) (b)

3. SEC Use Only:

- Source of Funds (See Instructions):  
4. WC  
Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
5. Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- Number of Shares Beneficially Owned by Each Reporting Person With
7. 1,933,276\*
- Shared Voting Power:
8. 0
- Sole Dispositive Power:
9. 1,933,276\*
- Shared Dispositive Power:
10. 0

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11. 1,933,276\*
- Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See  
12. Instructions):
13. Percent of Class Represented by Amount  
in Row (11):

2.0%

14. Type of Reporting Person (See  
Instructions):

PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. HOPPER INVESTMENTS, LLC  
Check the Appropriate Box if a Member  
of a Group (See Instructions):  
2. (a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):  
OO  
Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
5. Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With
7. 0  
8. Shared Voting Power:  
1,933,276\*  
9. Sole Dispositive Power:  
0  
10. Shared Dispositive Power:  
1,933,276\*

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11. 1,933,276\*  
Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See  
12. Instructions):

Percent of Class Represented by  
Amount in Row (11):

13. 2.0%  
14.

Type of Reporting Person (See  
Instructions):

OO

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1.

BARBERRY CORP.

Check the Appropriate Box if a Member  
of a Group (See Instructions):

2.

(a) (b)

SEC Use Only:

3.

Source of Funds (See Instructions):

4.

OO

Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
Items 2(d) or 2(e):

5.

Citizenship or Place of Organization:

6.

Delaware

Sole Voting Power:

7.

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

Shared Voting Power:

8.

1,933,276\*

Sole Dispositive Power:

9.

0

Shared Dispositive Power:

10.

1,933,276\*

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11.

1,933,276\*

Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See

12.

Instructions):

Percent of Class Represented by  
Amount in Row (11):

13.

2.0%

14.

Type of Reporting Person (See  
Instructions):

CO

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN PARTNERS MASTER FUND LP
2. Check the Appropriate Box if a Member of a Group (See Instructions):  
(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):  
WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |                           |            |
|--|---------------------------|------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.                        | 3,203,681* |
|  | Shared Voting Power:      |            |
|  | 8.                        | 0          |
|  | Sole Dispositive Power:   |            |
|  | 9.                        | 3,203,681* |
|  | Shared Dispositive Power: |            |
|  | 10.                       | 0          |

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 3,203,681\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Percent of Class Represented by Amount in Row (11):

13. 3.3%
- 14.

Type of Reporting Person (See  
Instructions):

PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN OFFSHORE LP  
Check the Appropriate Box if a Member  
of a Group (See Instructions):  
2. (a) (b)

3. SEC Use Only:

Source of Funds (See Instructions):

4. OO  
Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
5. Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With
7. 0  
8. 3,203,681\*  
9. 0  
10. 3,203,681\*
- Shared Voting Power:  
Sole Dispositive Power:  
Shared Dispositive Power:

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11. 3,203,681\*  
Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See  
12. Instructions):

Percent of Class Represented by Amount  
in Row (11):

13. 3.3%  
14.

Type of Reporting Person (See  
Instructions):

PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN PARTNERS LP
2. Check the Appropriate Box if a Member of a Group (See Instructions):  
(a) (b)

SEC Use Only:

3. Source of Funds (See Instructions):
4. WC
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |     |                           |
|--|-----|---------------------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.  | 4,529,425*                |
|  |     | Shared Voting Power:      |
|  | 8.  | 0                         |
|  |     | Sole Dispositive Power:   |
|  | 9.  | 4,529,425*                |
|  |     | Shared Dispositive Power: |
|  | 10. | 0                         |

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 4,529,425\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Percent of Class Represented by Amount in Row (11):

13. 4.6%
- 14.

Type of Reporting Person (See  
Instructions):

PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN ONSHORE LP  
Check the Appropriate Box if a Member  
of a Group (See Instructions):  
2. (a) (b)

3. SEC Use Only:

Source of Funds (See Instructions):

4. OO  
Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
5. Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With
7. 0  
8. 4,529,425\*  
9. 0  
10. 4,529,425\*
- Shared Voting Power:  
Sole Dispositive Power:  
Shared Dispositive Power:

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11. 4,529,425\*  
Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See  
12. Instructions):

Percent of Class Represented by Amount  
in Row (11):

13. 4.6%  
14.

Type of Reporting Person (See  
Instructions):

PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN CAPITAL LP
2. Check the Appropriate Box if a Member of a Group (See Instructions):  
((a) (b))

3. SEC Use Only:

4. Source of Funds (See Instructions):  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |                           |            |
|--|---------------------------|------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.                        | 0          |
|  | Shared Voting Power:      |            |
|  | 8.                        | 7,733,106* |
|  | Sole Dispositive Power:   |            |
|  | 9.                        | 0          |
|  | Shared Dispositive Power: |            |
|  | 10.                       | 7,733,106* |

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 7,733,106\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Percent of Class Represented by Amount in Row (11):

13. 7.9%
- 14.

Type of Reporting Person (See  
Instructions):

PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. IPH GP LLC  
Check the Appropriate Box if a Member of a Group (See
2. Instructions):  
(a) (b)
3. SEC Use Only:
4. Source of Funds (See Instructions):  
OO  
Check if Disclosure of Legal Proceedings Is Required Pursuant to
5. Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |   |  |
|--|---|--|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.<br>0<br>8.<br>7,733,106*<br>9.<br>0<br>10.<br>7,733,106* | Shared Voting Power:<br>Sole Dispositive Power:<br>Shared Dispositive Power: |
|--|---|--|

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 7,733,106\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Percent of Class Represented by Amount in Row (11):

13. 7.9%

14. Type of Reporting Person (See  
Instructions):

OO

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN ENTERPRISES HOLDINGS  
L.P.
2. Check the Appropriate Box if a Member  
of a Group (See Instructions):  
(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):  
OO
5. Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |                           |            |
|--|---------------------------|------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.                        | 0          |
|  | Shared Voting Power:      |            |
|  | 8.                        | 7,733,106* |
|  | Sole Dispositive Power:   |            |
|  | 9.                        | 0          |
|  | Shared Dispositive Power: |            |
|  | 10.                       | 7,733,106* |

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11. 7,733,106\*
12. Check if the Aggregate Amount in  
Row (11) Excludes Certain Shares  
(See Instructions):

Percent of Class Represented by  
Amount in Row (11):

13. 7.9%

14. Type of Reporting Person (See Instructions):  
PN

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN ENTERPRISES GP INC.  
Check the Appropriate Box if a Member of a Group (See Instructions):
2. (a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):  
OO  
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
- 5.

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |                           |            |
|--|---------------------------|------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.                        | 0          |
|  | Shared Voting Power:      |            |
|  | 8.                        | 7,733,106* |
|  | Sole Dispositive Power:   |            |
|  | 9.                        | 0          |
|  | Shared Dispositive Power: |            |
|  | 10.                       | 7,733,106* |

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 7,733,106\*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

Percent of Class Represented by Amount in Row (11):

13. 7.9%
- 14.

Type of Reporting Person (See  
Instructions):

CO

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1. BECKTON CORP.  
Check the Appropriate Box if a  
Member of a Group (See
2. Instructions):  
(a) (b)

3. SEC Use Only:

4. Source of Funds (See Instructions):  
OO  
Check if Disclosure of Legal  
Proceedings Is Required Pursuant to
5. Items 2(d) or 2(e):

Citizenship or Place of Organization:

6. Delaware

Sole Voting Power:

- |  |                           |            |
|--|---------------------------|------------|
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person<br>With | 7.                        | 0          |
|  | Shared Voting Power:      |            |
|  | 8.                        | 7,733,106* |
|  | Sole Dispositive Power:   |            |
|  | 9.                        | 0          |
|  | Shared Dispositive Power: |            |
|  | 10.                       | 7,733,106* |

11. Aggregate Amount Beneficially Owned  
by Each Reporting Person:

7,733,106\*

12. Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See  
Instructions):

13. Percent of Class Represented by  
Amount in Row (11):

7.9%

14. Type of Reporting Person (See Instructions):  
CO

\*See Items 4 and 5.

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CUSIP No. 29265N108

Name of Reporting Person:

1.

CARL C. ICAHN

Check the Appropriate Box if a Member  
of a Group (See Instructions):

2.

(a) (b)

SEC Use Only:

3.

Source of Funds (See Instructions):

4.

OO

Check if Disclosure of Legal  
Proceedings Is Required Pursuant to  
Items 2(d) or 2(e):

5.

Citizenship or Place of Organization:

6.

United States

Sole Voting Power:

7.

0

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

Shared Voting Power:

8.

9,666,382\*

Sole Dispositive Power:

9.

0

Shared Dispositive Power:

10.

9,666,382\*

Aggregate Amount Beneficially Owned  
by Each Reporting Person:

11.

9,666,382\*

Check if the Aggregate Amount in Row  
(11) Excludes Certain Shares (See

12.

Instructions):

Percent of Class Represented by Amount  
in Row (11):

13.

9.9%

14.

Type of Reporting Person (See  
Instructions):

IN

\*See Items 4 and 5.

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Item 1. Security and Issuer

The title of the class of equity security to which this statement on Schedule 13D relates is the common stock, par value \$0.01 per share (the "Shares"), of Energen Corporation, an Alabama corporation (the "Issuer"). The address of the Issuer's principal executive offices is 605 Richard Arrington Jr. Boulevard North, Birmingham, Alabama 35203.

The Reporting Persons (as defined below) and the Corvex Persons (as defined below) previously filed joint statements on Schedule 13D with respect to the Issuer. On August 14, 2018, the Issuer announced that it had entered into a definitive agreement under which Diamondback Energy, Inc. will acquire the Issuer. In light of this transaction, the Corvex Persons and the Reporting Persons have ceased filing joint statements on Schedule 13D with respect to the Issuer. This Schedule 13D is filed solely on behalf of the Reporting Persons to report the exercise of the previously disclosed Option (as defined below).

The information set forth in response to each separate Item below shall be deemed to be a response to all Items where such information is relevant.

Item 2. Identity and Background

This statement on Schedule 13D is filed on behalf of the following entities and individuals: High River Limited Partnership ("High River"), Hopper Investments, LLC ("Hopper"), Barberry Corp. ("Barberry"), Icahn Partners Master Fund LP ("Icahn Master"), Icahn Offshore LP ("Icahn Offshore"), Icahn Partners LP ("Icahn Partners"), Icahn Onshore LP ("Icahn Onshore"), Icahn Capital LP ("Icahn Capital"), IPH GP LLC ("IPH"), Icahn Enterprises Holdings L.P. ("Icahn Enterprises Holdings"), Icahn Enterprises GP Inc. ("Icahn Enterprises GP"), Beckton Corp. ("Beckton"), and Carl C. Icahn, a citizen of the United States of America (collectively, the "Reporting Persons").

The principal business address of each of (i) High River, Hopper, Barberry, Icahn Master, Icahn Offshore, Icahn Partners, Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP and Beckton is White Plains Plaza, 445 Hamilton Avenue - Suite 1210, White Plains, NY 10601, and (ii) Mr. Icahn is c/o Icahn Associates Holding LLC, 767 Fifth Avenue, 47th Floor, New York, NY 10153.

Barberry is the sole member of Hopper, which is the general partner of High River. Icahn Offshore is the general partner of Icahn Master. Icahn Onshore is the general partner of Icahn Partners. Icahn Capital is the general partner of each of Icahn Offshore and Icahn Onshore. Icahn Enterprises Holdings is the sole member of IPH, which is the general partner of Icahn Capital. Beckton is the sole stockholder of Icahn Enterprises GP, which is the general partner of Icahn Enterprises Holdings. Carl C. Icahn is the sole stockholder of each of Barberry and Beckton. As such, Mr. Icahn is in a position indirectly to determine the investment and voting decisions made by each of the Reporting Persons. In addition, Mr. Icahn is the indirect holder of approximately 91.5% of the outstanding depositary units representing limited partnership interests in Icahn Enterprises L.P. ("Icahn Enterprises"). Icahn Enterprises GP is the general partner of Icahn Enterprises, which is the sole limited partner of Icahn Enterprises Holdings.

Each of High River and Barberry is primarily engaged in the business of investing in securities. Hopper is primarily engaged in the business of serving as the general partner of High River. Each of Icahn Master and Icahn Partners is primarily engaged in the business of investing in securities. Icahn Offshore is primarily engaged in the business of serving as the general partner of Icahn Master. Icahn Onshore is primarily engaged in the business of serving as the general partner of Icahn Partners. Icahn Capital is primarily engaged in the business of serving as the general partner of each of Icahn Offshore and Icahn Onshore. IPH is primarily engaged in the business of serving as the general partner of Icahn Capital. Icahn Enterprises Holdings is primarily engaged in the business of holding direct or indirect interests in various operating businesses. Icahn Enterprises GP is primarily engaged in the business of serving as the general partner of each of Icahn Enterprises and Icahn Enterprises Holdings. Beckton is primarily engaged in the business of holding the capital stock of Icahn Enterprises GP.

Carl C. Icahn's present principal occupation or employment is serving as (i) Chief Executive Officer of Icahn Capital LP, a wholly owned subsidiary of Icahn Enterprises, through which Mr. Icahn manages various private investment funds, including Icahn Partners and Icahn Master, (ii) Chairman of the Board of Icahn Enterprises GP, the general partner of Icahn Enterprises, a Nasdaq listed diversified holding company engaged in a variety of businesses, including investment management, automotive, energy, mining, railcar, food packaging, metals, real estate and home fashion, and (iii) Chairman of the Board and a director of Starfire Holding Corporation ("Starfire"), a holding company engaged in the business of investing in and/or holding securities of various entities, and as Chairman of the Board and a director of various of Starfire's subsidiaries.

The name, citizenship, present principal occupation or employment and business address of each director and executive officer of the Reporting Persons are set forth in Schedule A attached hereto.

None of the Reporting Persons nor any manager or executive officer of the Reporting Persons, has, during the past five years, (a) been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), or (b) been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting, or mandating activities subject to, Federal or State securities laws or a finding of any violation with respect to such laws.

### Item 3. Source and Amount of Funds or Other Consideration

The Reporting Persons may be deemed to be the beneficial owner of, in the aggregate, 9,666,382 Shares, which includes 2,000,000 Shares acquired upon exercise of the Option described in Item 4, for which this report is being filed. Of such Shares, 7,666,382 Shares were purchased on May 20, 2018 by the Reporting Persons collectively for an aggregate purchase price of \$529,410,807, as previously reported by the Reporting Persons and the Corvex Persons in a joint statement on Schedule 13D filed on May 21, 2018. The exercise price for the Reporting Persons to acquire the Shares underlying the Option was \$134,740,000.

The source of funding for the Shares beneficially owned by the Reporting Persons was the general working capital of the respective purchasers. The Shares held by the Reporting Persons are held in margin accounts together with other securities. Such margin accounts may from time to time have debit balances. Part of the purchase price of such Shares was obtained through margin borrowing.

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Item 4. Purpose of Transaction

The Reporting Persons, together with Corvex Management LP and Keith Meister (together, the "Corvex Persons"), previously filed joint statements on Schedule 13D with respect to the Issuer. On August 14, 2018, the Issuer announced that it had entered into a definitive agreement under which Diamondback Energy, Inc. will acquire the Issuer. In light of this transaction, the Corvex Persons and the Reporting Persons have ceased filing joint statements on Schedule 13D with respect to the Issuer. This Schedule 13D is filed solely on behalf of the Reporting Persons to report the exercise of the previously disclosed Option.

On May 20, 2018, Corvex Management LP, Corvex Master Fund LP and Corvex Select Equity Master Fund LP (collectively, the "Corvex Parties") and High River, Icahn Partners and Icahn Master (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. On November 16, 2018, the Icahn Group exercised such Option, with High River purchasing 400,000 Shares, Icahn Partners purchasing 948,863 Shares and Icahn Master purchasing 651,137 Shares.

The Reporting Persons may, from time to time: (i) acquire additional Shares and/or other equity, notes, instruments, or other securities (collectively, the "Securities") of the Issuer (or its affiliates) in the open market or otherwise; (ii) dispose of any or all of their Securities in the open market or otherwise; or (iii) engage in any hedging or similar transactions with respect to the Securities.

Item 5. Interest in Securities of the Issuer

(a), (b) The Reporting Persons may be deemed to beneficially own, in the aggregate, 9,666,382 Shares, representing approximately 9.9% of the Issuer's outstanding Shares.

High River has sole voting and dispositive power with regard to 1,933,276 Shares. Each of Hopper, Barberry and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Master has sole voting and dispositive power with regard to 3,203,681 Shares. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares. Icahn Partners has sole voting and dispositive power with regard to 4,529,425 Shares. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn has shared voting power and shared dispositive power with regard to such Shares.

Each of Hopper, Barberry and Mr. Icahn, by virtue of their relationships to High River (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which High River directly beneficially owns. Each of Hopper, Barberry and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Master (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Master directly beneficially owns. Each of Icahn Offshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn, by virtue of their relationships to Icahn Partners (as disclosed in Item 2), may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Act) the Shares which Icahn Partners directly beneficially owns. Each of Icahn Onshore, Icahn Capital, IPH, Icahn Enterprises Holdings, Icahn Enterprises GP, Beckton and Mr. Icahn disclaims beneficial ownership of such Shares for all other purposes.

The percentages in the foregoing paragraphs are calculated based on a total of 97,527,659 Shares outstanding as of October 30, 2018, as reported in the Issuer's Quarterly Report on Form 10-Q filed with the SEC on November 8, 2018.

(c) Except for the exercise of the Option described in Item 4 above, or previously disclosed in the jointly filed statements on Schedule 13D, there have been no transactions in the Shares during the sixty days prior to the date hereof by any of the Reporting Persons.

(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationship with Respect to Securities of the Issuer

Except as otherwise described herein, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 and between such persons and any person with respect to any securities of the Issuer, including but not limited to transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

Item 7. Material to be Filed as Exhibits

1. Joint Filing Agreement of the Reporting Persons.

Stock Purchase Agreement, dated as of May 20, 2018, by and between Corvex Management LP, Corvex Master Fund LP and Corvex Select Equity Master Fund LP and High River Limited Partnership, Icahn Partners LP and

2. Icahn Partners Master Fund LP (incorporated herein by reference to Exhibit 15 to Amendment No. 12 to the Schedule 13D with respect to the Issuer jointly filed with the SEC by the Corvex Persons and the Reporting Persons on May 21, 2018).

Stock Option Agreement, dated as of May 20, 2018, by and between Corvex Management LP, Corvex Master Fund LP and Corvex Select Equity Master Fund LP and High River Limited Partnership, Icahn Partners LP and Icahn

3. Partners Master Fund LP (incorporated herein by reference to Exhibit 16 to Amendment No. 12 to the Schedule 13D with respect to the Issuer jointly filed with the SEC by the Corvex Persons and the Reporting Persons on May 21, 2018).

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: November 19, 2018

ICAHN PARTNERS MASTER FUND LP

ICAHN OFFSHORE LP

ICAHN PARTNERS LP

ICAHN ONSHORE LP

BECKTON CORP.

HOPPER INVESTMENTS LLC

BARBERRY CORP.

HIGH RIVER LIMITED PARTNERSHIP

By: Hopper Investments LLC, general partner

By: Barberry Corp.

By: /s/ Edward E. Mattner

Name: Edward E. Mattner

Title: Authorized Signatory

ICAHN CAPITAL LP

By: IPH GP LLC, its general partner

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

IPH GP LLC

By: Icahn Enterprises Holdings L.P., its sole member

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES HOLDINGS L.P.

By: Icahn Enterprises G.P. Inc., its general partner

ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho

Name: SungHwan Cho

Title: Chief Financial Officer

/s/ Carl C. Icahn

CARL C. ICAHN

[Signature Page of Schedule 13D – Energen Corporation]

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EXHIBIT 1

JOINT FILING AGREEMENT

In accordance with Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a statement on Schedule 13D (including amendments thereto) with respect to the Shares of Energen Corporation and further agree that this Joint Filing Agreement be included as an Exhibit to such joint filings. In evidence thereof, the undersigned, being duly authorized, have executed this Joint Filing Agreement this 19th day of November, 2018.

ICAHN PARTNERS MASTER FUND LP  
ICAHN OFFSHORE LP  
ICAHN PARTNERS LP  
ICAHN ONSHORE LP  
BECKTON CORP.  
HOPPER INVESTMENTS LLC  
BARBERRY CORP.  
HIGH RIVER LIMITED PARTNERSHIP  
By: Hopper Investments LLC, general partner  
By: Barberry Corp.

By: /s/ Edward E. Mattner  
Name: Edward E. Mattner  
Title: Authorized Signatory

ICAHN CAPITAL LP  
By: IPH GP LLC, its general partner  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
IPH GP LLC  
By: Icahn Enterprises Holdings L.P., its sole member  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES HOLDINGS L.P.  
By: Icahn Enterprises G.P. Inc., its general partner  
ICAHN ENTERPRISES G.P. INC.

By: /s/ SungHwan Cho  
Name: SungHwan Cho  
Title: Chief Financial Officer

/s/ Carl C. Icahn  
CARL C. ICAHN

[Signature Page of Joint Filing Agreement to Schedule 13D – Energen Corporation]

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## SCHEDULE A

## DIRECTORS AND EXECUTIVE OFFICERS OF THE REPORTING PERSONS

The following sets forth the name, position, and principal occupation of each director and executive officer of each of the Reporting Persons. Each such person is a citizen of the United States of America. Except as otherwise indicated, the business address of each director and officer is c/o Icahn Associates Holding LLC, 767 Fifth Avenue, 47th Floor, New York, New York 10153. To the best of the Reporting Persons' knowledge, except as set forth in this statement on Schedule 13D, none of the directors or executive officers of the Reporting Persons own any Shares.

## ICAHN PARTNERS MASTER FUND LP

Name	Position
Icahn Offshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Keith Cozza	Chief Operating Officer
Anthony Canova	Chief Financial Officer
Irene March	Executive Vice President; Chief Compliance Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory

## ICAHN PARTNERS LP

Name	Position
Icahn Onshore LP	General Partner
Carl C. Icahn	Chief Executive Officer
Keith Cozza	Chief Operating Officer
Anthony Canova	Chief Financial Officer
Irene March	Executive Vice President; Chief Compliance Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory

## ICAHN ONSHORE LP

## ICAHN OFFSHORE LP

Name	Position
Icahn Capital LP	General Partner
Carl C. Icahn	Chief Executive Officer
Keith Cozza	Chief Operating Officer
Anthony Canova	Chief Financial Officer
Irene March	Executive Vice President; Chief Compliance Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory

## ICAHN CAPITAL LP

Name	Position
IPH GP LLC	General Partner
Carl C. Icahn	Chief Executive Officer
Keith Cozza	Chief Operating Officer
Anthony Canova	Chief Financial Officer
Irene March	Executive Vice President; Chief Compliance Officer

Edward E. Mattner Authorized Signatory

Gail Golden Authorized Signatory

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IPH GP LLC

Name	Position
Icahn Enterprises Holdings L.P.	Sole Member
Carl C. Icahn	Chief Executive Officer
Keith Cozza	Chief Operating Officer
Anthony Canova	Chief Financial Officer
Irene March	Executive Vice President; Chief Compliance Officer
Edward E. Mattner	Authorized Signatory
Gail Golden	Authorized Signatory

ICAHN ENTERPRISES HOLDINGS L.P.

Name	Position
Icahn Enterprises G.P. Inc.	General Partner

ICAHN ENTERPRISES G.P. INC.

Name	Position
Carl C. Icahn	Chairman
William A. Leidesdorf	Director
Jack G. Wasserman	Director
James L. Nelson	Director
Keith Cozza	Director; Chief Executive Officer
SungHwan Cho	Director; Chief Financial Officer
Peter Reck	Principal Accounting Officer; Secretary
Craig Pettit	Vice President of Tax Administration

BECKTON CORP.

Name	Position
Carl C. Icahn	Chairman of the Board; President
Jordan Bleznick	Vice President/Taxes
Edward E. Mattner	Authorized Signatory
Keith Cozza	Secretary; Treasurer
Irene March	Vice President
Rowella Asuncion-Gumabong	Vice President

HIGH RIVER LIMITED PARTNERSHIP

Name	Position
Hopper Investments LLC	General Partner

HOPPER INVESTMENTS LLC

Name	Position
Barberry Corp	Member
Edward E. Mattner	Authorized Signatory
Irene March	Vice President; Authorized Signatory
Rowella Asuncion-Gumabong	Vice President
Anthony Canova	Authorized Signatory





BARBERRY CORP.

Name	Position
Carl C. Icahn	Chairman of the Board; President
Gail Golden	Vice President; Authorized Signatory
Jordan Bleznick	Vice President/Taxes
Anthony Canova	Authorized Signatory
Irene March	Vice President; Authorized Signatory
Edward E. Mattner	Authorized Signatory
Keith Cozza	Secretary; Treasurer
Rowella Asuncion-Gumabong	Vice President