

SOUTHWESTERN ENERGY CO

Form 8-K

May 21, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**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 20, 2014**

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**SOUTHWESTERN ENERGY COMPANY**

**(Exact name of registrant as specified in its charter)**

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**Delaware**

**(State or other jurisdiction of incorporation)**

**1-08246**  
**(Commission File Number)**

**71-0205415**  
**(IRS Employer Identification No.)**

**2350 N. Sam Houston Pkwy. E., Suite 125,**

**77032**

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**Houston, Texas**

(Address of principal executive offices)

(Zip Code)

**(281) 618-4700**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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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.**

The Annual Meeting of Stockholders of Southwestern Energy Company (the "Company") was held on May 20, 2014. At 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:	298,282,295
	Against:	1,376,283
	Abstain:	301,132
	Nonvotes:	19,830,045
	Uncast:	0
CATHERINE A. KEHR	For:	297,567,278
	Against:	2,102,361
	Abstain:	290,072
	Nonvotes:	19,830,045
	Uncast:	0
GREG D. KERLEY	For:	298,112,159
	Against:	1,543,078
	Abstain:	304,473
	Nonvotes:	19,830,045
	Uncast:	0
VELLO A. KUUSKRAA	For:	297,484,670

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Against: 2,112,092  
Abstain: 362,948  
Nonvotes: 19,830,045

Uncast: 0

KENNETH R. MOURTON

For: 296,832,588  
Against: 2,826,581  
Abstain: 300,541  
Nonvotes: 19,830,045

Uncast: 0

STEVEN L. MUELLER

For: 292,830,045  
Against: 6,163,308  
Abstain: 966,357  
Nonvotes: 19,830,045

Uncast: 0

ELLIOT PEW

For: 298,331,417  
Against: 1,325,221  
Abstain: 303,073  
Nonvotes: 19,830,045

Uncast: 0

ALAN H. STEVENS

For: 298,091,220  
Against: 1,568,640  
Abstain: 299,850  
Nonvotes: 19,830,045

Uncast: 0

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

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The ratification of the appointment of PricewaterhouseCoopers LLP to serve as the Company's independent registered public accounting firm for 2014 was approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	318,682,134
Against:	860,681
Abstain:	246,935
Nonvotes:	0
Uncast:	5

With respect to the advisory vote regarding the compensation of our Named Executive Officers disclosed in the proxy statement, which vote is referred to as the "say-on-pay" vote and occurs each year in accordance with the frequency determined by the Board of Directors, the stockholders have approved the compensation of our Named Executive Officers, with the votes, rounded to the nearest whole share, cast as follows:

For:	293,119,527
Against:	6,299,182
Abstain:	541,002
Nonvotes:	19,830,045
Uncast:	0

The stockholder proposal as set forth in the proxy statement to amend the Company's bylaws to give holders in the aggregate of 15% of the outstanding shares of common stock the power to call a special meeting was not approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	114,165,108
Against:	185,079,578
Abstain:	715,024
Nonvotes:	19,830,045
Uncast:	0

The stockholder proposal as set forth in the proxy statement requesting that the Company issue a report regarding methane emissions was not approved by the stockholders, with the votes, rounded to the nearest whole share, cast as follows:

For:	64,901,578
Against:	222,114,835
Abstain:	12,943,298
Nonvotes:	19,830,045
Uncast:	0

## **Section 8 - Other Events**

### **Item 8.01 Other Events.**

At the Annual Meeting of the Board of Directors of the Company on May 20, 2014, Steven L. Mueller was appointed as Chairman of the Board and Catherine A. Kehr was appointed as Presiding Director.

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**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 21, 2014

By: /s/ JOHN C. ALE

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Name: John C. Ale  
Title: Senior Vice President,  
General Counsel and Secretary