

ONEOK INC /NEW/  
Form 8-K  
July 03, 2017

**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) July 3, 2017**

**(Date of earliest event reported) June 30, 2017**

**ONEOK, INC.**

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

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

**001-13643**  
**(Commission**  
  
**File Number)**

**73-1520922**  
**(IRS Employer**  
  
**Identification No.)**

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**100 West Fifth Street, Tulsa, OK**

**(Address of principal executive offices)**

**74103**

**(Zip code)**

**(918) 588-7000**

**(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 communication 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))  
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).

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 1.01 Entry into a Material Definitive Agreement**

***ONEOK Credit Agreement Guarantees***

On June 30, 2017, ONEOK Partners, L.P., a Delaware limited partnership ( ONEOK Partners ), and ONEOK Partners Intermediate Limited Partnership, a Delaware limited partnership and wholly owned subsidiary of ONEOK Partners ( Intermediate Partnership ), entered into a guarantee agreement (the ONEOK Credit Agreement Guarantee ) guaranteeing the obligations of ONEOK, Inc., an Oklahoma corporation ( ONEOK ), under its previously announced credit agreement (the ONEOK Credit Agreement ) with Citibank, N.A., as administrative agent, a swingline lender, a letter of credit issuer and a lender, and the other lenders, swingline lenders and letter of credit issuers parties thereto which became effective in connection with the completion of the Merger (as defined below) and the satisfaction of the other conditions precedent set forth in the ONEOK Credit Agreement. Under the ONEOK Credit Agreement Guarantee, ONEOK Partners and Intermediate Partnership will be jointly and severally liable for ONEOK s obligations under the ONEOK Credit Agreement. Any such liabilities will be senior unsecured obligations of ONEOK Partners and Intermediate Partnership and will rank equally in right of payment with all existing and future senior unsecured indebtedness of ONEOK Partners and Intermediate Partnership. The foregoing description of the ONEOK Credit Agreement Guarantee is not complete and is in all respects subject to the actual provisions of the ONEOK Credit Agreement Guarantee, a copy of which has been filed as Exhibit 10.1 to this Current Report on Form 8-K and which is incorporated by reference herein.

***ONEOK Partners Term Loan Guarantees***

On June 30, 2017, ONEOK entered into a guarantee agreement (the Term Loan Guarantee ) guaranteeing the obligations of ONEOK Partners under its term loan agreement with Mizuho Bank, Ltd., as administrative agent and a lender, and the other lenders party thereto (the Term Loan Agreement ) which provides for a three-year, \$1.0 billion unsecured term loan facility. Liabilities under the Term Loan Guarantee will be senior unsecured obligations of ONEOK and will rank equally in right of payment with all of its existing and future senior unsecured indebtedness. The foregoing description of the Term Loan Guarantee is not complete and is in all respects subject to the actual provisions of the Term Loan Guarantee, a copy of which has been filed as Exhibit 10.2 to this Current Report on Form 8-K and which is incorporated by reference herein.

***Supplemental Indentures***

In connection with the closing of the Merger, ONEOK, ONEOK Partners, Intermediate Partnership and the respective trustees entered into supplemental indentures to the respective indentures governing ONEOK s currently outstanding notes pursuant to which each of ONEOK Partners and Intermediate Partnership provided a guarantee of the currently outstanding notes issued by ONEOK under the indentures. The foregoing description of the supplemental indentures is only a summary and is subject to, and entirely qualified by reference to, the full text of the supplemental indentures, copies of which are attached hereto as Exhibits 4.1, 4.2 and 4.3 to this Current Report on Form 8-K and which are incorporated by reference herein.

In connection with the closing of the Merger, ONEOK Partners, ONEOK, Intermediate Partnership and Wells Fargo Bank, N.A., as trustee (the Trustee ), entered into a supplemental indenture to the Indenture, dated as of September 25, 2006 (the Indenture ), by and between ONEOK Partners and the Trustee, pursuant to which ONEOK provided a guarantee of the obligations of ONEOK Partners of the currently outstanding notes issued by ONEOK Partners under the Indenture. The foregoing description of the supplemental indenture is only a summary and is subject to, and entirely qualified by reference to, the full text of the supplemental indenture, a copy of which is attached hereto as Exhibit 4.4 to this Current Report on Form 8-K and which is incorporated by reference herein.

**Item 2.01 Completion of Acquisition or Disposition of Assets**

On June 30, 2017, ONEOK completed the previously announced transactions contemplated by the Agreement and Plan of Merger, dated as of January 31, 2017 (the Merger Agreement), by and among ONEOK, New Holdings Subsidiary, LLC, a Delaware limited liability company and a wholly owned subsidiary of ONEOK (Merger Sub), ONEOK Partners and ONEOK Partners GP, L.L.C., a Delaware limited liability company and the general partner of ONEOK Partners. Pursuant to the terms and conditions set forth in the Merger Agreement, Merger Sub merged with and into ONEOK Partners, with ONEOK Partners continuing as the surviving entity and as a wholly owned subsidiary of ONEOK (the Merger), in a taxable transaction to unitholders.

***Merger Agreement***

Under the terms of the Merger Agreement, at the effective time of the Merger, each outstanding common unit of ONEOK Partners (the ONEOK Partners Common Unit) (other than ONEOK Partners Common Units held directly or indirectly by ONEOK), was converted into the right to receive 0.985 of a share of common stock, par value \$0.01 per share, of ONEOK (the ONEOK Common Stock). No fractional shares will be issued in the Merger, and ONEOK Partners common unitholders will, instead, receive cash in lieu of fractional ONEOK Common Stock. ONEOK will issue approximately 168.9 million shares of ONEOK Common Stock to the common unitholders of ONEOK Partners in connection with the Merger.

The summary of the Merger Agreement in this Current Report on Form 8-K does not purport to be complete and is qualified by reference to the full text of the Merger Agreement, which is filed as Exhibit 2.1 to ONEOK's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 1, 2017, and incorporated herein by reference.

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The information under the headings ONEOK Partners Term Loan Guarantees and Supplemental Indentures in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On July 3, 2017, ONEOK amended its Amended and Restated Certificate of Incorporation (the Amendment). This action was approved by ONEOK shareholders at the Special Meeting (as defined below), as described in Item 5.07 of this Current Report on Form 8-K. The Amendment increased the authorized number of shares of ONEOK Common Stock from 600,000,000 to 1,200,000,000 shares. The description of the Amendment is qualified in its entirety by reference to the full text of the Amended Certificate of Incorporation of ONEOK, Inc., a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and which is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders

ONEOK held a special meeting of shareholders (the Special Meeting ) on June 30, 2017. At the Special Meeting, ONEOK's shareholders were requested to (1) consider and vote upon a proposal to approve the issuance of shares of common stock of ONEOK in connection with the merger contemplated by the Merger Agreement (the stock issuance proposal ); (2) approve an amendment to ONEOK's amended and restated certificate of incorporation to increase the number of authorized shares of common stock from 600,000,000 to 1,200,000,000 (the charter amendment proposal ); and (3) to vote on a proposal to approve the adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes at the time of the Special Meeting to approve the stock issuance proposal and the charter amendment proposal (the adjournment proposal ). The following are the final voting results on proposals considered and voted upon at the Special Meeting, each of which is more fully described in ONEOK's definitive joint proxy statement/prospectus filed on May 22, 2017. Voting results are, when applicable, reported by rounding fractional share voting up or down to the nearest round number:

1. The stock issuance proposal was approved by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED	BROKER NON-VOTES
156,449,801	1,543,892	979,632	29,961,693

2. The charter amendment proposal was approved by the following vote:

VOTES FOR	VOTES AGAINST	VOTES ABSTAINED
180,689,513	7,045,378	1,200,128

3. The adjournment proposal was withdrawn, as it was not necessary due to the approval by ONEOK's shareholders of the stock issuance proposal and charter amendment proposal.

Item 7.01 Regulation FD Disclosure

On June 30, 2017, ONEOK issued a press release announcing the completion of the Merger, a copy of which is attached hereto as Exhibit 99.1 and is incorporated into this Item 7.01 by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

Number

Description

- |     |   |
|-----|---|
| 3.1 | Amended Certificate of Incorporation of ONEOK, Inc., dated July 3, 2017.  |
| 4.1 | Fifth Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK, Inc., ONEOK Partners, L.P., ONEOK Partners Intermediate Limited Partnership and The Bank of New York Mellon Trust, as trustee. |

- 4.2 Third Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK, Inc., ONEOK Partners, L.P., ONEOK Partners Intermediate Limited Partnership and U.S. Bank National Association, as trustee.
- 4.3 Fourth Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK, Inc., ONEOK Partners, L.P., ONEOK Partners Intermediate Limited Partnership and U.S. Bank National Association, as trustee.

- 4.4 Fifteenth Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK Partners, L.P., ONEOK, Inc., ONEOK Partners Intermediate Limited Partnership and Wells Fargo Bank, N.A., as trustee.
- 10.1 Guaranty Agreement, dated as of June 30, 2017, by and between ONEOK Partners, L.P. and ONEOK Partners Intermediate Limited Partnership, in favor of Citibank, N.A., as administrative agent, under the Credit Agreement, dated as of April 18, 2017, by and among ONEOK, Inc., Citibank, N.A. and the other lenders parties thereto.
- 10.2 Guaranty Agreement, dated as of June 30, 2017, by ONEOK, Inc. in favor of Mizuho Bank, Ltd., as administrative agent, under the Term Loan Agreement, dated as of January 8, 2016, as amended by the First Amendment to Term Loan Agreement, dated as of April 18, 2017, by and among ONEOK Partners, L.P., Mizuho Bank, Ltd. and the other lenders parties thereto.
- 99.1 Press release issued by ONEOK, Inc. dated June 30, 2017.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ONEOK, Inc.

Date: July 3, 2017

By: /s/ Walter S. Hulse III  
Walter S. Hulse III

Chief Financial Officer and Executive

Vice President, Strategic Planning and

Corporate Affairs

EXHIBIT INDEX

Exhibit	Number	Description
	3.1	Amended Certificate of Incorporation of ONEOK, Inc., dated July 3, 2017.
	4.1	Fifth Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK, Inc., ONEOK Partners, L.P., ONEOK Partners Intermediate Limited Partnership and The Bank of New York Mellon Trust, as trustee.
	4.2	Third Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK, Inc., ONEOK Partners, L.P., ONEOK Partners Intermediate Limited Partnership and U.S. Bank National Association, as trustee.
	4.3	Fourth Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK, Inc., ONEOK Partners, L.P., ONEOK Partners Intermediate Limited Partnership and U.S. Bank National Association, as trustee.
	4.4	Fifteenth Supplemental Indenture, dated as of June 30, 2017, by and among ONEOK Partners, L.P., ONEOK, Inc., ONEOK Partners Intermediate Limited Partnership and Wells Fargo Bank, N.A., as trustee.
	10.1	Guaranty Agreement, dated as of June 30, 2017, by and between ONEOK Partners, L.P. and ONEOK Partners Intermediate Limited Partnership, in favor of Citibank, N.A., as administrative agent, under the Credit Agreement, dated as of April 18, 2017, by and among ONEOK, Inc., Citibank, N.A. and the other lenders parties thereto.
	10.2	Guaranty Agreement, dated as of June 30, 2017, by ONEOK, Inc. in favor of Mizuho Bank, Ltd., as administrative agent, under the Term Loan Agreement, dated as of January 8, 2016, as amended by the First Amendment to Term Loan Agreement, dated as of April 18, 2017, by and among ONEOK Partners, L.P., Mizuho Bank, Ltd. and the other lenders parties thereto.
	99.1	Press release issued by ONEOK, Inc. dated June 30, 2017.