

SOUTHERN CO  
Form 8-K  
May 26, 2016

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 25, 2016

Commission Registrant, State of Incorporation, I.R.S. Employer  
File Number Address And Telephone Number Identification No.

|        |                                   |            |
|--------|-----------------------------------|------------|
|        | The Southern Company              |            |
|        | (A Delaware Corporation)          |            |
| 1-3526 | 30 Ivan Allen Jr. Boulevard, N.W. | 58-0690070 |
|        | Atlanta, Georgia 30308            |            |
|        | (404) 506-5000                    |            |

The name and address of the registrant have not changed since the 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 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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Item 5.07. Submission of Matters to a Vote of Security Holders.

The Southern Company (the “Company”) held its Annual Meeting of Stockholders on May 25, 2016. Stockholders voted as follows on the matters presented for a vote:

1. The nominees for election to the Board of Directors were elected based on the following votes:

| Nominees               | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|------------------------|-------------|---------------|-------------|------------------|
| Juanita Powell Baranco | 531,930,942 | 7,511,927     | 3,002,483   | 235,268,473      |
| Jon A. Boscia          | 535,648,607 | 3,793,591     | 3,003,154   | 235,268,473      |
| Henry A. Clark III     | 534,846,488 | 4,613,231     | 2,985,633   | 235,268,473      |
| Thomas A. Fanning      | 508,506,423 | 25,487,468    | 8,451,461   | 235,268,473      |
| David J. Grain         | 534,793,224 | 4,605,602     | 3,046,526   | 235,268,473      |
| Veronica M. Hagen      | 534,134,147 | 5,348,218     | 2,962,987   | 235,268,473      |
| Warren A. Hood, Jr.    | 533,335,297 | 6,073,396     | 3,036,659   | 235,268,473      |
| Linda P. Hudson        | 521,629,713 | 17,883,666    | 2,931,973   | 235,268,473      |
| Donald M. James        | 518,945,750 | 20,312,967    | 3,186,635   | 235,268,473      |
| John D. Johns          | 521,900,117 | 17,450,101    | 3,095,134   | 235,268,473      |
| Dale E. Klein          | 534,963,314 | 4,446,142     | 3,035,896   | 235,268,473      |
| William G. Smith, Jr.  | 532,893,177 | 6,592,829     | 2,959,346   | 235,268,473      |
| Steven R. Specker      | 534,432,828 | 4,894,018     | 3,118,506   | 235,268,473      |
| Larry D. Thompson      | 534,652,037 | 4,718,266     | 3,075,049   | 235,268,473      |
| E. Jenner Wood III     | 534,872,816 | 4,492,057     | 3,080,479   | 235,268,473      |

2. The proposal to approve a by-law amendment to permit proxy access was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 520,667,900 | 17,181,771    | 4,595,681   | 235,268,473      |

The proposal to approve an amendment to the certificate of incorporation to reduce the supermajority vote requirements to a majority vote, which pursuant to the certificate of incorporation requires the affirmative vote of two-thirds of the issued and outstanding shares, was not approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 525,712,497 | 12,283,015    | 4,449,840   | 235,268,473      |

4. The proposal to approve an amendment to the certificate of incorporation to eliminate the “fair price” anti-takeover provision was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 513,062,968 | 23,836,934    | 5,545,450   | 235,268,473         |

5. The proposal to approve a by-law amendment to permit the board to make certain future amendments to the by-laws without stockholder ratification was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 405,212,994 | 132,162,957   | 5,069,401   | 235,268,473         |

6. The proposal to approve, on an advisory basis, the Company’s named executive officers’ compensation was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 500,015,737 | 35,523,173    | 6,906,442   | 235,268,473         |

7. The proposal to approve the material terms for qualified performance-based compensation under the omnibus plan was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 509,450,647 | 26,139,846    | 6,854,859   | 235,268,473         |

8. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for 2016 was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 763,605,958 | 9,669,397     | 4,438,470   | 0                   |

9. The stockholder proposal on a report on strategy for international energy agency 2°C scenario was not approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 176,207,023 | 335,098,875   | 31,139,454  | 235,268,473         |

10. The stockholder proposal on a report quantifying potential financial losses to the company associated with stranding of coal assets was not approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 152,832,433 | 361,770,478   | 27,842,441  | 235,268,473         |

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment to the Certificate of Incorporation of the Company effective May 26, 2016.

3.2 By-Laws of the Company, as amended effective May 25, 2016.

**SIGNATURE**

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.

Date: May 26, 2016      THE SOUTHERN COMPANY

By/s/Melissa K. Caen  
Melissa K. Caen  
Corporate Secretary