

SOUTHWESTERN ENERGY CO

Form 8-K

June 29, 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): June 29, 2016**

**SOUTHWESTERN ENERGY COMPANY**

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

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

**001-08246**  
**(Commission**  
**File Number)**  
**10000 Energy Drive**

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

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**Spring, Texas 77389**

**(Address of principal executive office) (Zip Code)**

**(832) 796-1000**

**(Registrants telephone number, including area code)**

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))

## SECTION 7 Regulation FD

### Item 7.01 Regulation FD Disclosure.

On June 29, 2016, Southwestern Energy Company (the Company) issued press releases announcing that it commenced and priced a registered underwritten public offering of its common stock (the Equity Offering). The full text of the press releases are listed under Item 9.01 as Exhibits 99.1 and 99.2 and incorporated herein by reference.

On June 29, 2016, the Company also issued a press release announcing that it had commenced cash tender offers (the Tender Offers) to purchase up to \$750.0 million maximum aggregate purchase price of its 3.30% senior notes due 2018, 7.50% senior notes due 2018 and 4.05% senior notes due 2020. The Tender Offers are subject to the terms and conditions set forth in an Offer to Purchase dated June 29, 2016. The full text of the press release is listed under Item 9.01 as Exhibit 99.3 and incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell or a solicitation of an offer to buy the Company's senior notes or any other security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

The information in this Current Report on Form 8-K is being furnished and shall not be deemed filed for purposes of Section 18 of the Exchange Act or otherwise subject to the liabilities of Section 18, and shall not be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as set forth by specific reference in such filing.

## SECTION 9 Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits.

#### EXHIBIT INDEX

| Exhibit No. | Description  |
|-------------|--|
| 99.1        | Press release issued by Southwestern Energy Company on June 29, 2016 relating to the commencement of the Equity Offering |
| 99.2        | Press release issued by Southwestern Energy Company on June 29, 2016 relating to the pricing of the Equity Offering      |
| 99.3        | Press release issued by Southwestern Energy Company on June 29, 2016 relating to the Tender Offers                       |

**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: June 29, 2016

By: /s/ R. Craig Owen  
Name: R. Craig Owen  
Title: Senior Vice President and  
  
Chief Financial Officer

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