

ENERGEN CORP
Form SC 13D/A
June 29, 2018

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 16)*

ENERGEN CORPORATION
(Name of Issuer)

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

29265N108
(CUSIP Number)

Keith Meister
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Corvex Management LP
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(212) 872-8069

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

June 28, 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.

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).

CUSIP No. 29265N108

Name of
Reporting Person:

1. CORVEX
MANAGEMENT
LP

Check the
Appropriate Box
if a Member of a

2. Group (See
Instructions):
(a) (b)

3. SEC Use Only:

Source of Funds
(See Instructions):

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

Citizenship or
Place of

6. Organization:

DELAWARE

Sole Voting Power:

- | | | |
|--|-----|---------------------------|
| Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With | 7. | 7,710,474* |
| | | Shared Voting Power: |
| | 8. | 0 |
| | | Sole Dispositive Power: |
| | 9. | 5,710,474* |
| | | Shared Dispositive Power: |
| | 10. | 0 |

- 11.

Aggregate Amount Beneficially Owned by
Each Reporting Person:

7,710,474*

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

12. Instructions):

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

13.

7.9%

Type of Reporting Person (See
Instructions):

14.

PN, IA

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
KEITH MEISTER
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):
AF
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
6. Citizenship or Place of Organization:
United States
7. Sole Voting Power:
Number of Shares Beneficially Owned by Each Reporting Person With 7,710,474*
8. Shared Voting Power:
0
9. Sole Dispositive Power:
5,710,474*
10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
7,710,474*
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):

IN, HC

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
HIGH RIVER LIMITED PARTNERSHIP
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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
939,225*
8. Shared Voting Power:
0
9. Sole Dispositive Power:
1,339,225*
10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,339,225*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
1.4%
14. Type of Reporting Person (See Instructions):

PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
HOPPER INVESTMENTS, LLC
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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
939,225*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
1,339,225*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,339,225*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
1.4%
14. Type of Reporting Person (See Instructions):

OO

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
BARBERRY CORP.
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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
939,225*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
1,339,225*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
1,339,225*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
1.4%
14. Type of Reporting Person (See Instructions):

CO

*See Items 4 and 5.

CUSIP No. 29265N108

Name of Reporting Person:

1. ICAHN PARTNERS MASTER FUND LP
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):
WC
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
Shares
Beneficially
Owned by
Each
Reporting
Person
With | 7. | 1,529,310* |
| | | Shared Voting Power: |
| | 8. | 0 |
| | | Sole Dispositive Power: |
| | 9. | 2,180,447* |
| | | Shared Dispositive Power: |
| | 10. | 0 |

Aggregate Amount Beneficially Owned by Each Reporting Person:

11. 2,180,447*
Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
- 12.

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

13. 2.2%
Type of Reporting Person (See Instructions):
14. PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
ICAHN OFFSHORE 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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
1,529,310*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
2,180,447*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
2,180,447*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
2.2%
14. Type of Reporting Person (See Instructions):

PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
ICAHN PARTNERS 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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
2,227,586*
8. Shared Voting Power:
0
9. Sole Dispositive Power:
3,176,449*
10. Shared Dispositive Power:
0
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
3,176,449*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
3.3%
14. Type of Reporting Person (See Instructions):

PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
ICAHN ONSHORE 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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
2,227,586*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
3,176,449*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
3,176,449*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
3.3%
14. Type of Reporting Person (See Instructions):

PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
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
Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):
5. Citizenship or Place of Organization:
Delaware
- Number of Shares Beneficially Owned by Each Reporting Person With
7. Sole Voting Power:
0
8. Shared Voting Power:
3,756,896*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
5,356,896*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
5,356,896*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
5.5%
14. Type of Reporting Person (See Instructions):

PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
IPH GP LLC
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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
3,756,896*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
5,356,896*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
5,356,896*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
5.5%
- 14.

Type of Reporting Person (See
Instructions):

OO

*See Items 4 and 5.

1. Name of Reporting Person:
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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
3,756,896*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
5,356,896*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
5,356,896*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
5.5%

Type of Reporting Person (See
Instructions):

14.

PN

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
ICAHN ENTERPRISES GP INC.
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):
6. Citizenship or Place of Organization:
Delaware
7. Sole Voting Power:
0
8. Shared Voting Power:
3,756,896*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
5,356,896*
11. Aggregate Amount Beneficially Owned by Each Reporting Person:
5,356,896*
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):
13. Percent of Class Represented by Amount in Row (11):
5.5%
14. Type of Reporting Person (See Instructions):

CO

*See Items 4 and 5.

CUSIP No. 29265N108

1. Name of Reporting Person:
BECKTON CORP.
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
7. Sole Voting Power:
0
8. Shared Voting Power:
3,756,896*
9. Sole Dispositive Power:
0
10. Shared Dispositive Power:
5,356,896*
11. Aggregate Amount Beneficially Owned by
Each Reporting Person:
5,356,896*
12. Check if the Aggregate Amount in Row
(11) Excludes Certain Shares (See
Instructions):
13. Percent of Class Represented by Amount in
Row (11):
5.5%
- 14.

Type of Reporting Person (See
Instructions):

CO

*See Items 4 and 5.

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

Shared Voting Power:

8.

4,696,121*

Sole Dispositive Power:

9.

0

Shared Dispositive Power:

10.

6,696,121*

Number of
Shares
Beneficially
Owned by
Each
Reporting
Person
With

Aggregate Amount Beneficially Owned by
Each Reporting Person:

11.

6,696,121*

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

12.

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

13.

6.9%

Type of Reporting Person (See
Instructions):

14.

IN

*See Items 4 and 5.

This Amendment No. 16 supplements the information set forth in the Schedule 13D filed by Corvex Management LP and Keith Meister with the United States Securities and Exchange Commission (the “SEC”) on May 31, 2017, as previously amended (the “Schedule 13D”), relating to the shares of common stock, par value \$0.01 per share (the “Shares”), of Energen Corporation, an Alabama corporation (the “Issuer”). Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Schedule 13D.

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. The Schedule 13D is supplementally amended as follows.

Item 3. Source and Amount of Funds or Other Consideration

Corvex used the working capital of the Corvex Funds to purchase the 7,710,474 Shares reported herein. The total purchase price for the Shares reported as beneficially owned by the Corvex Persons was approximately \$408,520,352.50.

Corvex may effect purchases of securities through margin accounts maintained for the Corvex Funds with brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms’ credit policies. Positions in Shares may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts.

The Icahn Persons may be deemed to be the beneficial owner of, in the aggregate, 6,696,121 Shares (including 2,000,000 Shares underlying the Option described in Item 4). Of such Shares, 4,696,121 Shares were purchased by the Icahn Persons collectively for an aggregate purchase price of \$311,277,794. The exercise price for the Icahn Persons to acquire the Shares underlying the Option will be \$134,740,000.

The source of funding for the Shares beneficially owned by the Icahn Persons (including Shares underlying the Option) was the general working capital of the respective purchasers. The Shares held by the Icahn 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.

Item 5. Interest in Securities of the Issuer

(a)-(b) The Corvex Persons may be deemed to be the beneficial owner of 7,710,474 Shares, which represent approximately 7.9% of the Issuer’s outstanding Shares. By virtue of his position as control person of the general partner of Corvex, Mr. Meister may be considered to beneficially own such Shares. The Corvex Persons may be deemed to have sole power to vote 7,710,474 Shares and sole power to dispose of 5,710,474 Shares.

The Icahn Persons may be deemed to beneficially own, in the aggregate, 6,696,121 Shares (including Shares underlying the Option), representing approximately 6.9% of the Issuer’s outstanding Shares.

High River has sole voting power with regard to 939,225 Shares and sole dispositive power with regard to 1,339,225 Shares (including Shares underlying the Option). 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 power with regard to 1,529,310 Shares and sole dispositive power with regard to 2,180,447 Shares (including Shares underlying the Option). 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 power with regard to 2,227,586 Shares and sole dispositive power with regard to 3,176,449 Shares (including Shares underlying the Option). 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 Securities Exchange Act of 1934, as amended, 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 Covex Persons and Icahn Persons collectively beneficially own approximately 12.7% of the Issuer’s outstanding Shares.

The percentages in the foregoing paragraphs are calculated based on a total of 97,429,584 Shares outstanding as of May 2, 2018, as reported in the Issuer’s Quarterly Report on Form 10-Q filed with the SEC on May 9, 2018.

(c) Except as set forth in Exhibit 20 attached hereto or previously disclosed in the 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) The limited partners of (or investors in) each of the private investment funds for which Corvex or its affiliates acts as general partner and/or investment adviser have the right to participate in the receipt of dividends from, or proceeds from the sale of, the Shares held for the accounts of their respective funds in accordance with their respective limited partnership interests (or investment percentages) in their respective funds.

(e) Not applicable.

Item 7. Material to be Filed as Exhibits

Exhibit 20 – Transactions in the Shares effected in the past 60 days.

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: June 28, 2018

CORVEX MANAGEMENT LP

By: /s/ Keith Meister

Keith Meister
Managing Partner

KEITH MEISTER

By: /s/ Keith Meister

Keith Meister

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

EXHIBIT 20

TRANSACTIONS

Except as previously disclosed in the Schedule 13D, as amended, the following table sets forth all transactions with respect to Shares effected in the last sixty days by the Reporting Persons or on behalf of the Reporting Persons, inclusive of any transactions effected through 4:00 p.m., New York City time, on June 28, 2018. Except as otherwise noted below, all such transactions were purchases of securities effected in the open market, are reported at the daily weighted average purchase price, and the table includes commissions paid in per share prices.

<u>NAME OF REPORTING PERSON</u>	<u>DATE OF TRANSACTION</u>	<u>AMOUNT OF SECURITIES</u>	<u>PRICE PER SHARE</u>
High River Limited Partnership	06/26/2018	75,083.00	\$ 67.70
High River Limited Partnership	06/27/2018	119,000.00	71.30
High River Limited Partnership	06/28/2018	100,000.00	71.32
Icahn Partners LP	06/26/2018	177,966.00	\$ 67.70
Icahn Partners LP	06/27/2018	282,250.00	71.30
Icahn Partners LP	06/28/2018	237,187.00	71.32
Icahn Partners Master Fund LP	06/26/2018	122,366.00	\$ 67.70
Icahn Partners Master Fund LP	06/27/2018	193,750.00	71.30
Icahn Partners Master Fund LP	06/28/2018	162,813.00	71.32