SOUTHERN CO
Form 8-K
January 04, 2019

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) January 1, 2019

Commission File Number	Registrant, State of Incorporation, Address And Telephone Number	I.R.S. Employer Identification No.
1-3526	The Southern Company (A Delaware Corporation) 30 Ivan Allen Jr. Boulevard, N.W. Atlanta, Georgia 30308 (404) 506-5000	58-0690070

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:

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
o 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 o

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. o

Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 1, 2019, The Southern Company ("Southern Company") completed the sale of all of the capital stock of Gulf Power Company to 700 Universe, LLC ("Purchaser"), a wholly-owned subsidiary of NextEra Energy, Inc. ("NextEra"), for an aggregate cash purchase price of approximately $4.5 billion, subject to customary working capital adjustments.

This closing represents the completion of a series of transactions among Southern Company, certain of its subsidiaries, Purchaser and NextEra. Previously, on December 4, 2018, Southern Power Company completed the sale of all of the equity interests in (i) Southern Company - Oleander LLC, the indirect owner of the Oleander Power Project in Cocoa, Florida, and (ii) Southern Company - Florida LLC, the owner of an undivided 65% interest in the Stanton Energy Center Combined Cycle Unit A located near Orlando, Florida, to Purchaser for an aggregate cash purchase price of $203 million, subject to customary working capital adjustments. In addition, on July 29, 2018, Southern Company Gas completed the sale of Pivotal Utility Holdings, Inc., including its Florida City Gas business, to Purchaser for an aggregate cash purchase price of $530 million (less $3 million of indebtedness assumed at closing for customer deposits) and an additional $60 million for cash and other working capital, which includes the final working capital adjustment.

The description of the transactions referenced above is qualified in its entirety by reference to the full text of (i) the Stock Purchase Agreement, dated as of May 20, 2018, filed as Exhibit 2(a)1 to Southern Company's Current Report on Form 8-K dated May 23, 2018 (the "May 2018 Form 8-K"), (ii) the Stock Purchase Agreement,

dated as of May 20, 2018, filed as Exhibit 2(a)2 to the May 2018 Form 8-K, and (iii) the Equity Interest Purchase Agreement, dated as of May 20, 2018, filed as Exhibit 2(a)3 to the May 2018 Form 8-K, each of which is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(b) Pro Forma Financial Information.

Unaudited pro forma condensed consolidated financial information as of September 30, 2018 and for the nine months ended September 30, 2018 and the year ended December 31, 2017 is attached hereto as Exhibit 99.1.

(d) Exhibits.

99.1 Unaudited pro forma condensed consolidated financial information.

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: January 4, 2019

THE SOUTHERN COMPANY

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