

SOUTH JERSEY INDUSTRIES INC

Form 8-K

November 23, 2015

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

November 23, 2015

(Date of earliest event reported)

SOUTH JERSEY INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

New Jersey

(State of Incorporation)

1-6364

(Commission File Number)

22-1901645

(IRS Employer Identification No.)

1 South Jersey Plaza, Folsom, New Jersey 08037

(Address of principal executive offices, including zip code)

(609) 561-9000

(Registrant's 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))

Item 7.01. Regulation FD Disclosure

The following information is furnished pursuant to Item 7.01, "Regulation FD Disclosure."

On November 23, 2015 South Jersey Industries, Inc. (SJI) declared a quarterly dividend of \$0.26375 per share. The dividend is payable December 29, 2015 to shareholders of record at the close of business December 10, 2015. A copy of the press release of November 23, 2015 announcing the declaration of the dividend is attached hereto as Exhibit 99 and hereby incorporated by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit Index

(99) Press release dated November 23, 2015, issued by South Jersey Industries, Inc.

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 thereunto duly authorized.

SOUTH JERSEY INDUSTRIES, INC.

Date: November 23, 2015

/s/ Stephen H. Clark  
Stephen H. Clark  
Chief Financial Officer

4

SOURCE OF FUNDS\*

00

**5**

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

**0**

**6**

CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

**NUMBER OF**

**7**

SOLE VOTING POWER

**869,292**

**SHARES**

**BENEFICIALLY**

**OWNED BY**

**8**

SHARED VOTING POWER

**0**

**EACH**

**REPORTING**

**PERSON**

**9**

SOLE DISPOSITIVE POWER

**546,741**

**WITH**

**10**

SHARED DISPOSITIVE POWER

**0**

**11**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**869,292**

**12**

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

☐

**13**

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.8%**

**14**

TYPE OF REPORTING PERSON\*

**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

**1** NAME OF REPORTING PERSON

**Marc D. Murphy**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☐

**3** SEC USE ONLY

**4** SOURCE OF FUNDS\*

**00**

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

☐

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

**7** SOLE VOTING POWER

**869,292**

**NUMBER OF  
SHARES**

**8** SHARED VOTING POWER

**BENEFICIALLY**

**0**

**OWNED BY  
EACH**

**9** SOLE DISPOSITIVE POWER

**REPORTING**

**546,741**

**PERSON  
WITH**

**10** SHARED DISPOSITIVE POWER

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0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**869,292**

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

0

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.8%**

**14** TYPE OF REPORTING PERSON\*

**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**

CUSIP No. 832248 95 9

**1** NAME OF REPORTING PERSON

**Angela Norman Brown**

**2** CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a) ☐

(b) ☐

**3** SEC USE ONLY

**4** SOURCE OF FUNDS\*

**OO**

**5** CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)

☐

**6** CITIZENSHIP OR PLACE OF ORGANIZATION

**United States of America**

**7** SOLE VOTING POWER

**545,346**

**NUMBER OF  
SHARES**

**8** SHARED VOTING POWER

**BENEFICIALLY**

**0**

**OWNED BY  
EACH**

**9** SOLE DISPOSITIVE POWER

**REPORTING**

**380,201**

**PERSON  
WITH**

**10** SHARED DISPOSITIVE POWER

0

**11** AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**545,346**

**12** CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES\*

0

**13** PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

**0.5%**

**14** TYPE OF REPORTING PERSON\*

**IN**

**\*SEE INSTRUCTIONS BEFORE FILLING OUT!**



CUSIP No. 832248 95 9

This Amendment No. 4 to Schedule 13D relating to the common stock (the "Smithfield Common Stock") of Smithfield Foods, Inc., a Virginia corporation ("Smithfield"), is being filed on behalf of Wendell H. Murphy, Harry D. Murphy, Joyce Murphy Minchew, Wendell H. Murphy, Jr., Wendy Murphy Crumpler, Stratton K. Murphy, Marc D. Murphy and Angela Norman Brown (each, a "Reporting Person" and, collectively, the "Reporting Persons"), to amend the Schedule 13D which was originally filed with the Securities and Exchange Commission (the "Commission") on August 31, 2001 (the "Schedule 13D"), as amended by Amendment No. 1 to the Schedule 13D filed with the Commission on November 7, 2001, Amendment No. 2 to the Schedule 13D filed with the Commission on October 23, 2003, and Amendment No. 3 to the Schedule 13D filed with the Commission on July 14, 2004. Unless otherwise indicated, all capitalized terms used but not defined herein shall have the meanings set forth in the Schedule 13D. This Amendment No. 4 is being filed to report the disbanding of the Reporting Persons' Section 13(d) group.

**Item 4 Purpose of Transaction**

Item 4 is supplemented as follows:

As a result of the January 28, 2005 expiration of both the Shareholders Agreement, dated January 28, 2000, by and among Smithfield and the Reporting Persons and the Registration Rights Agreement, dated January 28, 2000, by and among Smithfield and the Reporting Persons, the Reporting Persons are no longer acting together for the purpose of acquiring, holding, voting or disposing of the shares of Smithfield Common Stock or other securities of Smithfield. Accordingly, the Reporting Persons are no longer deemed a "group" within the meaning of Rule 13d-5(b) under the Securities Exchange Act of 1934, as amended. Each of the Reporting Persons acts independently and makes his or her own investment and voting decisions with regard to his or her holdings of Smithfield Common Stock or other equity securities of Smithfield.

**Item 5 Interest in Securities of the Issuer**

***Current Beneficial Ownership of the Reporting Persons:***

As of the date of this Amendment, the Reporting Persons beneficially own an aggregate of 16,742,942 shares of Smithfield Common Stock. The shares beneficially owned by the Reporting Persons represent approximately 15.1% of the 111,103,597 shares of Smithfield Common Stock outstanding on August 31, 2005, as set forth in the Form 10-Q of Smithfield filed on September 9, 2005. The number of shares of Smithfield Common Stock beneficially owned by each Reporting Person is as follows:

<u>Total Number of Shares Beneficially Owned</u>	<u>Percentage of Outstanding Common Stock</u>
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**Reporting Person**

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Wendell H. Murphy	4,957,552	4.5%
Harry D. Murphy	1,526,985	1.0%
Joyce Murphy Minchew	1,698,125	1.5%
Wendell H. Murphy, Jr.	5,283,002	4.8%
Wendy Murphy Crumpler	993,348	0.9%
Stratton K. Murphy	869,292	0.8%
Marc D. Murphy	869,292	0.8%
Angela Norman Brown	<u>545,346</u>	<u>0.5%</u>
<b>Total</b>	<b>16,742,942</b>	<b>15.1%</b>

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CUSIP No. 832248 95 9

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Amendment No. 4 to Schedule 13D is true, complete and correct.

Date:      October 28, 2005

Wendell H. Murphy

/s/ Mark Roberts  
Mark Roberts

Attorney-in-Fact

Harry D. Murphy

/s/ Mark Roberts  
Mark Roberts

Attorney-in-Fact

Joyce Murphy Minchew

/s/ Mark Roberts  
Mark Roberts

Attorney-in-Fact

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Wendell H. Murphy, Jr.

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Wendy Murphy Crumpler

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Stratton K. Murphy

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Marc D. Murphy

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact

Angela Norman Brown

/s/ Mark Roberts

Mark Roberts

Attorney-in-Fact