

SOUTHERN CO  
Form 8-K  
August 24, 2011

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) \_\_\_\_\_August 16, 2011\_\_\_\_\_

| Commission<br>File Number | Registrant, State of Incorporation,<br>Address and Telephone Number                                                           | I.R.S. Employer<br>Identification No. |
|---------------------------|-------------------------------------------------------------------------------------------------------------------------------|---------------------------------------|
| 1-3526                    | The Southern Company<br>(A Delaware Corporation)<br>30 Ivan Allen Jr. Blvd., N.W.<br>Atlanta, Georgia 30308<br>(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:

- ☐ 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 8.01. Other Events.

On August 16, 2011, The Southern Company ("Southern") entered into an Underwriting Agreement covering the issue and sale of \$500,000,000 aggregate principal amount of its Series 2011A 1.95% Senior Notes due September 1, 2016 (the "Senior Notes"). The Senior Notes were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-159072) of Southern.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

- 1.2 Underwriting Agreement relating to the Senior Notes, dated August 16, 2011, among Southern and Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, as representatives of the several Underwriters.
- 4.2 Seventh Supplemental Indenture to the Senior Note Indenture dated as of August 23, 2011, providing for the issuance of the Senior Notes.
- 4.8 Form of Senior Note (included in Exhibit 4.2 above).
- 5.1 Opinion of Troutman Sanders LLP relating to the Senior Notes.
- 12.1 Computation of ratio of earnings to fixed charges.

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: August 23, 2011

THE SOUTHERN COMPANY

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