

SOUTHERN CO  
Form 8-K  
November 08, 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) November 8, 2016

Commission Registrant, State of Incorporation, I.R.S. Employer  
File Number Address And Telephone Number Identification No.

1-3526      The Southern Company  
              (A Delaware Corporation)  
              30 Ivan Allen Jr. Boulevard, N.W. 58-0690070  
              Atlanta, Georgia 30308  
              (404) 506-5000

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 November 8, 2016, The Southern Company (the “Company”) entered into separate Sales Agency Financing Agreements (each, an “Agreement” and collectively, the “Agreements”) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, Mizuho Securities USA Inc. and UBS Securities LLC. Under the terms of the Agreements, the Company may offer and sell from time to time not to exceed 20,000,000 shares of the Company’s common stock, \$5.00 par value per share (the “Shares”). Unless earlier terminated, the Agreements will terminate upon the earlier of (i) the sale of all of the Shares through the Agreements or (ii) the second anniversary of the date of the Agreements. All of the Shares to be issued and sold under the Agreements were registered under the Securities Act of 1933, as amended, pursuant to the shelf registration statement (Registration No. 333-202413) of the Company.

Financial

Item 9.01. Statements  
and Exhibits.

(d) Exhibits.

1.4(a) Sales Agency  
Financing  
Agreement  
dated as of  
November 8,  
2016 between  
the Company  
and Merrill  
Lynch,  
Pierce,  
Fenner &  
Smith  
Incorporated.

1.4(b) Sales Agency  
Financing  
Agreement  
dated as of  
November 8,  
2016 between  
the Company  
and Mizuho  
Securities  
USA Inc.

1.4(c) Sales Agency  
Financing  
Agreement  
dated as of  
November 8,  
2016 between  
the Company

and UBS  
Securities  
LLC.

5.1 Opinion of  
Troutman  
Sanders LLP  
relating to the  
Shares.

23.1 Consent of  
Troutman  
Sanders LLP  
(included in  
Exhibit 5.1  
above).

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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.

THE SOUTHERN  
COMPANY

Date: November 8, 2016

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