

ATMOS ENERGY CORP  
Form 8-K  
February 15, 2013

**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**

**February 13, 2013**

**Date of Report (Date of earliest event reported)**

**ATMOS ENERGY CORPORATION**

**(Exact Name of Registrant as Specified in its Charter)**

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(State or Other Jurisdiction

(Commission

(I.R.S. Employer

of Incorporation)

File Number)

Identification No.)

**1800 THREE LINCOLN CENTRE,**

**5430 LBJ FREEWAY, DALLAS, TEXAS**

(Address of Principal Executive Offices)

(972) 934-9227

**75240**

(Zip Code)

(Registrant's Telephone Number, Including Area Code)

**Not Applicable**

(Former Name or Former Address, if Changed Since 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 40.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

At the company's 2013 annual meeting of shareholders on February 13, 2013, of the 90,461,872 total shares of our common stock outstanding and entitled to vote, a total of 80,969,691 shares were represented, constituting an 89.5% quorum. The final results for each of the matters submitted to a vote of our shareholders at the annual meeting are as follows:

**Proposal No. 1:** All of the board's nominees for director were elected by our shareholders to serve until the company's 2014 annual meeting of shareholders or until their respective successors are elected and qualified, with the vote totals as set forth in the table below:

| Nominee             | For        | Against   | Abstain | Broker Non-Votes |
|---------------------|------------|-----------|---------|------------------|
| Robert W. Best      | 63,622,479 | 1,421,869 | 143,337 | 15,782,006       |
| Kim R. Cocklin      | 64,562,520 | 481,496   | 143,669 | 15,782,006       |
| Richard W. Douglas  | 64,602,064 | 428,057   | 157,564 | 15,782,006       |
| Ruben E. Esquivel   | 64,628,289 | 409,854   | 149,542 | 15,782,006       |
| Richard K. Gordon   | 64,497,037 | 532,289   | 158,359 | 15,782,006       |
| Robert C. Grable    | 64,646,768 | 377,672   | 163,245 | 15,782,006       |
| Thomas C. Meredith  | 63,605,752 | 1,428,341 | 153,592 | 15,782,006       |
| Nancy K. Quinn      | 64,662,913 | 374,870   | 149,902 | 15,782,006       |
| Richard A. Sampson  | 64,650,181 | 369,988   | 167,516 | 15,782,006       |
| Stephen R. Springer | 64,384,250 | 637,343   | 166,092 | 15,782,006       |
| Richard Ware II     | 63,379,584 | 1,631,463 | 176,638 | 15,782,006       |

**Proposal No. 2:** Our shareholders approved an amendment to our Annual Incentive Plan for Management, with the vote totals as set forth in the table below:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 63,002,058 | 1,619,920 | 565,707 | 15,782,006       |

**Proposal No. 3:** The appointment of Ernst & Young LLP as the company's independent registered public accounting firm for fiscal 2013 was ratified by our shareholders, with the vote totals as set forth in the table below:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 79,293,263 | 1,457,776 | 218,652 | -0-              |

**Proposal No. 4:** Our shareholders approved, on an advisory (non-binding) basis, the compensation of our named executive officers for fiscal 2012, with the vote totals as set forth in the table below:

| For        | Against   | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 62,585,802 | 2,101,469 | 500,414 | 15,782,006       |

**Item 8.01. Other Events.**

On February 13, 2013, the independent directors of the company's board designated director Nancy K. Quinn, chair of the Audit Committee, as Lead Director.

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.

ATMOS ENERGY CORPORATION  
(Registrant)

DATE: February 15, 2013

By: /s/ LOUIS P. GREGORY  
Louis P. Gregory  
Senior Vice President, General Counsel and  
Corporate Secretary