

SOUTHERN Co GAS  
Form 8-K  
April 11, 2018

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) April 11, 2018

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

|         |  |            |
|---------|--|------------|
|         | Southern Company Gas<br>(A Georgia Corporation)                      |            |
| 1-14174 | Ten Peachtree Place N.E.<br>Atlanta, Georgia 30309<br>(404) 584-4000 | 58-2210952 |

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))

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

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.

Item 7.01. Regulation FD Disclosure.

On April 11, 2018, Southern Company Gas and its indirect subsidiaries Nicor Energy Services Company d/b/a Pivotal Home Solutions and Nicor Energy Ventures Company entered into a stock purchase agreement (the “Purchase Agreement”) with American Water Enterprises, LLC and, for the limited purposes set forth in the Purchase Agreement, American Water Works Company, Inc. for the sale of Pivotal Home Solutions for a purchase price of approximately \$365 million, including estimated working capital.

The completion of the transaction is subject to the satisfaction or waiver of certain closing conditions, including approval from the Florida Office of Insurance Regulation and the expiration or termination of any applicable waiting period under the Hart-Scott-Rodino Antitrust Improvements Act of 1976. The transaction is expected to be completed in the second quarter of 2018.

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.

SOUTHERN  
COMPANY GAS

Date: April 11, 2018

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