

SOUTHERN CO
Form DEFA14A
May 17, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. _____)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to Rule 14a-12

THE SOUTHERN COMPANY

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on
table below per

Exchange Act
Rules 14a-6(i)(1)
and 0-11.

(1) Title of each
class of
securities to
which
transaction
applies:

(2) Aggregate
number of
securities to
which
transaction
applies:

(3) Per unit price
or other
underlying

value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid .. previously with preliminary materials. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee .. was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount
(1) Previously Paid:

Form, Schedule
(2) or Registration Statement No.:

(3) Filing Party:

(4)Date Filed:

Southern Today-Proxy

Headline:

It's time to vote

Teaser:

Employees who own shares of Southern Company common stock are urged to cast their votes on the 10 items included in this year's proxy statement.

Body:

Ten items are up for a vote in this year's Southern Company proxy statement, and employees who own Southern Company common stock are encouraged to make their voices heard.

The Southern Company proxy statement was made available to stockholders last month, along with instructions for voting. Online voting is accepted until 11:59 p.m. EDT on May 24. Preliminary results will be announced during the annual meeting of stockholders on May 25.

A list of the items to be voted, along with the board of directors' recommended vote, is included below.

Item No 1: To re-elect the 15 currently-serving directors.

The board recommends a vote FOR each director nominee.

Item No. 2: To approve a bylaw amendment to allow eligible stockholders to include their nominees for election to the board in the company's proxy materials along with candidates nominated by the board.

The board recommends a vote FOR approval of this item.

Item No. 3: To approve an amendment to the Certificate of Incorporation to reduce the supermajority vote requirements to a majority vote.

The board recommends a vote FOR approval of this item.

Item No. 4: To approve an amendment to the Certificate of Incorporation to eliminate the "fair price" anti-takeover provision.

The board recommends a vote FOR approval of this item.

Item No. 5: To approve a bylaw amendment to permit the board to make certain future amendments to the bylaws without stockholder ratification.

The board recommends a vote FOR approval of this item.

Item No. 6: Advisory vote to approve executive officer compensation.

The board recommends a vote FOR approval of this item.

Item No. 7: To re-approve the material terms for qualified performance-based compensation under the Omnibus Plan. The board recommends a vote FOR approval of this item.

Item No. 8: To ratify the appointment of Deloitte & Touche as independent registered public accounting firm for 2016.

The board recommends a vote FOR ratification of this item.

Item No. 9: Stockholder proposal for a report on company strategy for alignment with the International Energy Agency 2-degree scenario.

The board recommends a vote AGAINST the proposal.

Item No. 10: Stockholder proposal for a report quantifying potential financial losses to the company associated with the stranding of coal assets.

The board recommends a vote AGAINST the proposal.

For more information about the items to be voted on, please visit the annual meeting website at www.southerncompanyannualmeeting.com. You can review and download copies of the proxy statement and the annual report on the website, as well as find a link to vote your proxy.

###