

KINDER MORGAN, INC.  
Form 8-K  
October 20, 2017

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): October 18, 2017

KINDER MORGAN, INC.  
(Exact name of registrant as specified in its charter)

Delaware                      001-35081      80-0682103  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation)              File Number) Identification No.)

1001 Louisiana Street, Suite 1000  
Houston, Texas 77002  
(Address of principal executive offices, including zip code)

713-369-9000  
(Registrant's telephone number, including area code)

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 5.03. Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On October 18, 2017, the Board of Directors (the “Board”) of Kinder Morgan, Inc. (“KMI”) amended and restated KMI’s Bylaws (as so amended and restated, the “Bylaws”) to implement “proxy access.” Section 2.13 has been added to the Bylaws to permit a stockholder, or a group of up to 20 stockholders, owning 3% or more of KMI’s outstanding common stock continuously for at least three years to nominate and include in KMI’s proxy materials director candidates constituting up to 20% of the Board or two directors, whichever is greater, provided that the stockholder(s) and the nominee(s) satisfy the requirements specified in the Bylaws.

The description of the amendments to the Bylaws is qualified in its entirety by reference to the full text of the Bylaws, a copy of which is included as Exhibit 3.1 to this report and incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

3.1 Amended and Restated Bylaws of Kinder Morgan, Inc.

S I G N A T U R E

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.

KINDER MORGAN, INC.

By: /s/ Kimberly A. Dang  
Name: Kimberly A. Dang  
Title: Vice President and Chief Financial Officer

Date: October 19, 2017