

ATMOS ENERGY CORP
Form S-3D
December 03, 2015
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As filed with the Securities and Exchange Commission on December 3, 2015

Registration No. 333-

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

FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ATMOS ENERGY CORPORATION

(Exact name of registrant as specified in its charter)

Texas and Virginia
(State or other jurisdiction of
incorporation or organization)

1800 Three Lincoln Centre

5430 LBJ Freeway

75-1743247
(I.R.S. Employer

Identification No.)

Dallas, Texas 75240

(972) 934-9227

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Louis P. Gregory

1800 Three Lincoln Centre

5430 LBJ Freeway

Dallas, Texas 75240

(972) 934-9227

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to public:

From time to time after this registration statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. x

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box. "

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. "

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box. "

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If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box. "

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act:

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

CALCULATION OF REGISTRATION FEE

Proposed maximum Proposed maximum

Title of each class of securities to be registered	Amount to be registered	aggregate offering price per share(1)	aggregate offering price(1)	Amount of registration fee
Common Stock, no par value per share	2,000,000 shares	\$62.60	\$125,200,000	\$12,608

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) under the Securities Act of 1933 on the basis of the average of the high and low sales prices of the registrant's common stock as reported on the New York Stock Exchange on November 30, 2015.

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PROSPECTUS

2,000,000 Shares

ATMOS ENERGY CORPORATION

DIRECT STOCK PURCHASE PLAN

Common Stock

We are offering the shares to our shareholders, our customers and other investors under our Direct Stock Purchase Plan. Plan participants may also take advantage of additional services, most without any fees or commissions.

Under our plan, participants may:

reinvest cash dividends paid quarterly to purchase additional shares of our common stock at then current market prices;

purchase shares of our common stock at then current market prices, up to \$100,000 per year, without fees or commissions;

deposit share certificates for safekeeping;

purchase shares of our common stock monthly through automatic bank deductions; and

complete all plan transactions online at www.amstock.com.

Investing in our common stock involves risks. See the Risk Factors section beginning on page v of this prospectus.

The shares trade on the New York Stock Exchange under the symbol ATO. On November 30, 2015, the last sale price of the shares as reported on the New York Stock Exchange was \$62.31 per share.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the accuracy or adequacy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is December 3, 2015.

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We have not authorized any other person to provide you with any information or to make any representations not contained in this prospectus. If anyone provides you with different or inconsistent information, you should not rely on it. We are not making an offer of any securities other than the shares. You should assume that the information appearing in this prospectus, as well as the information contained in any document incorporated by reference, is accurate as of the date of such document only.

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The distribution of this prospectus, and the offering of the shares, may be restricted by law in certain jurisdictions. You should inform yourself about, and observe any of these restrictions. This prospectus does not constitute, and may not be used in connection with, an offer or solicitation by anyone in any jurisdiction in which the offer or solicitation is not authorized, or in which the person making the offer or solicitation is not qualified to do so, or to any person to whom it is unlawful to make the offer or solicitation.

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WHERE YOU CAN FIND MORE INFORMATION

We file annual, quarterly and current reports, proxy statements and other information with the Securities and Exchange Commission (SEC) under the Securities Exchange Act of 1934, as amended (the Exchange Act). You may read and copy this information at the Public Reference Room of the SEC, 100 F Street, N.E., Washington, D.C. 20549, at prescribed rates. You may obtain information on the operation of the Public Reference Room by calling the SEC at 1-800-SEC-0330.

The SEC also maintains an Internet website that contains reports, proxy statements and other information about issuers, like us, who file electronically with the SEC. The address of that site is *www.sec.gov*. Unless specifically listed below under Incorporation of Certain Documents by Reference, the information contained on the SEC website is not incorporated by reference into this prospectus.

You can also inspect reports, proxy statements and other information about us at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005.

We have filed with the SEC a registration statement on Form S-3 that registers the securities we are offering. The registration statement, including the attached exhibits and schedules, contains additional relevant information about us and the securities offered. The rules and regulations of the SEC allow us to omit certain information included in the registration statement from this prospectus.

Our Internet website address is *www.atmosenergy.com*. Information on or connected to our Internet website is not part of this prospectus.

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INCORPORATION OF CERTAIN DOCUMENTS BY REFERENCE

The SEC allows us to incorporate by reference information into this prospectus that we have filed with it. This means that we can disclose important information to you by referring you to another document filed separately with the SEC. The information incorporated by reference is considered to be a part of this prospectus, except for any information that is superseded by information that is included directly in this document.

We incorporate by reference the documents listed below and any additional documents we may file with the SEC under sections 13(a), 13(c), 14 or 15(d) of the Securities Exchange Act of 1934 prior to the termination of our offering of securities. These additional documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q and current reports on Form 8-K (other than information furnished under Items 2.02 or 7.01 or corresponding information furnished under Item 9.01 or included as an exhibit, which is deemed not to be incorporated by reference in this prospectus), as well as proxy statements (other than information identified in them as not incorporated by reference). You should review these filings as they may disclose a change in our business, prospects, financial condition or other affairs after the date of this prospectus.

This prospectus incorporates by reference the documents listed below that we have filed with the SEC but have not included or delivered with this document.

Our annual report on Form 10-K for the fiscal year ended September 30, 2015;

Our current reports on Form 8-K filed with the SEC on October 1, 2015 and November 4, 2015.
These documents contain important information about us and our financial condition.

You may obtain a copy of any of these filings from us without charge by requesting it in writing or by telephone from us at the following address or telephone number:

Atmos Energy Corporation

1800 Three Lincoln Centre

5430 LBJ Freeway

Dallas, Texas 75240

Attention: Investor Relations (972) 934-9227

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Statements contained in this prospectus that are not statements of historical fact are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended (the Securities Act). Forward-looking statements are based on management's beliefs as well as assumptions made by, and information currently available to, management. Because such statements are based on expectations as to future economic performance and are not statements of fact, actual results may differ materially from those stated. Important factors that could cause future results to differ include, but are not limited to:

our ability to continue to access the credit and capital markets to satisfy our liquidity requirements;

regulatory trends and decisions, including the impact of rate proceedings before various state regulatory commissions;

the impact of adverse economic conditions on our customers;

the effects of inflation and changes in the availability and price of natural gas;

market risks beyond our control affecting our risk management activities, including commodity price volatility, counterparty creditworthiness or performance and interest rate risk;

the concentration of our distribution, pipeline and storage operations in Texas;

increased competition from energy suppliers and alternative forms of energy;

adverse weather conditions;

the capital-intensive nature of our regulated distribution business;

increased costs of providing health care benefits along with pension and postretirement health care benefits and increased funding requirements;

the inability to continue to hire, train and retain appropriate personnel;

possible increased federal, state and local regulation of the safety of our operations;

increased federal regulatory oversight and potential penalties;

the impact of environmental regulations on our business;

the impact of climate changes or related additional legislation or regulation in the future;

the inherent hazards and risks involved in operating our distribution, pipeline and storage businesses;

the threat of cyber-attacks or acts of cyber-terrorism that could disrupt our business operations and information technology systems; and

natural disasters, terrorist activities or other events.

All of these factors are difficult to predict and many are beyond our control. Accordingly, while we believe these forward-looking statements to be reasonable, there can be no assurance that they will approximate actual experience or that the expectations derived from them will be realized. When used in our documents, the words anticipate, believe, estimate, expect, forecast, goal, intend, objective, plan, projection, seek, strategy or similar words are intended to identify forward-looking statements. We undertake no obligation to update or revise our forward-looking statements, whether as a result of new information, future events or otherwise.

For further factors you should consider generally and when evaluating these forward-looking statements, please refer to Sections Item 1A, Risk Factors and Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015. See Incorporation of Certain Documents by Reference.

The terms we, our and us refer to Atmos Energy Corporation unless the context suggests otherwise. The term you refers to an existing plan participant or a prospective plan participant.

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RISK FACTORS

You should consider carefully all of the information that is included or incorporated by reference in this prospectus before investing in our common stock. In particular, you should evaluate the uncertainties and risks referred to or described in Item 1A. Risk Factors in our Annual Report on Form 10-K for the fiscal year ended September 30, 2015, which is incorporated by reference in this prospectus. These matters may adversely affect our business, financial condition or results of operations. Additional uncertainties and risks that are not presently known to us or that we currently deem immaterial may also adversely affect our business, financial condition or results of operations.

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PROSPECTUS SUMMARY

You should read the following summary in conjunction with the more detailed information contained elsewhere in this prospectus and the documents incorporated by reference in this prospectus.

The Plan

We offer our Direct Stock Purchase Plan to provide our shareholders, our customers and other investors with a convenient and economical way to purchase our common stock and accumulate and increase their investment in our common stock by reinvesting all or a portion of their cash dividends in additional shares. We currently do not charge any service fees or brokerage commissions on any purchases of common stock under the plan.

If you currently participate in the plan, you will remain enrolled in the plan unless you contact the plan administrator to close your account. American Stock Transfer & Trust Company or AST, will act as the plan administrator. We refer to AST as the plan administrator in this prospectus.

If you are a shareholder of record but not a current participant in the plan, you may call the plan administrator toll free at 1-800-278-4353 to receive an enrollment application. You may also enroll online or download the enrollment application from the Internet at www.amstock.com. Any current shareholder of record who wishes to participate in the plan must own at least 50 shares of our common stock to begin participating in the plan. If you own less than 50 shares in your name, you must make an initial investment of at least \$1,250 to begin participating in the plan.

If you are not a shareholder of record because you are a beneficial owner who owns all of your shares in the record name of a broker or nominee, you must become a shareholder of record by having at least 50 shares of our common stock transferred to your name or making an initial investment of at least \$1,250 to begin participating in the plan.

If you are not a shareholder, you must make an initial investment of at least \$1,250 to begin participating in the plan.

If you participate in the plan and wish to terminate your participation, you will incur brokerage commissions on the sale of your shares in the plan of \$.10 per share, plus any applicable transfer tax and a fee of \$15.00 charged by the plan administrator.

The plan administrator will use reinvested dividends, initial investments and optional cash investments it receives from participants to buy shares of our common stock for those participants through the plan at then current market prices, as discussed in more detail below. The plan administrator may buy shares on the market from brokers or may buy shares directly from us.

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The Offering

This prospectus relates to 2,000,000 authorized shares of our common stock offered for purchase under the plan by shareholders and other investors through initial investments, the reinvestment of dividends and optional cash investments of at least \$25 and not more than \$100,000 per calendar year. Non-shareholders must make initial investments of at least \$1,250 and not more than \$100,000. Shareholders are not required to make initial investments if they own of record at least 50 shares of our common stock. Any shareholder who does not own of record at least 50 shares of our common stock must make an initial investment of at least \$1,250 and not more than \$100,000 to participate in the plan.

All shares purchased with initial investments, reinvested dividends or optional cash investments, including automatic monthly investments, are purchased at then current market prices. A participant may make no more than \$100,000 of optional cash investments during any calendar year, and a non-participant may not make an initial investment of more than \$100,000. However, after an initial investment is made, a participant is allowed to make optional cash investments up to \$100,000, including the initial investment, during that and each subsequent calendar year.

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ATMOS ENERGY CORPORATION

We are engaged primarily in the regulated natural gas distribution and pipeline businesses as well as other nonregulated natural gas businesses. We deliver natural gas through regulated sales and transportation arrangements to over three million residential, commercial, public authority and industrial customers in eight states located primarily in the South, which makes us one of the country's largest natural-gas-only distributors based on number of customers. We also operate one of the largest intrastate pipelines in Texas based on miles of pipe.

Our nonregulated businesses provide natural gas management, marketing, transportation and storage services to municipalities, local gas distribution companies, including certain of our natural gas distribution divisions, and industrial customers principally in the Midwest and Southeast.

Atmos Energy's vision is to be the safest provider of natural gas services. We intend to achieve this vision by:

operating our business exceptionally well

investing in our people and infrastructure

enhancing our culture.

We believe the successful execution of this strategy has delivered excellent shareholder value. Over the last seven years, we have achieved growth by implementing rate designs that reduce or eliminate regulatory lag and separate the recovery of our approved margins from customer usage patterns. In addition, we have developed various commercial opportunities within our regulated transmission and storage operations.

Our core values include focusing on our employees and customers while conducting our business with honesty and integrity. We continue to strengthen our culture through ongoing communications with our employees and enhanced employee training.

We operate the Company through the following three segments:

The regulated distribution segment, which includes our regulated distribution and related sales operations

The regulated pipeline segment, which includes the pipeline and storage operations of our Atmos Pipeline Texas Division and

The nonregulated segment, which includes our nonregulated natural gas management, nonregulated natural gas transmission, storage and other services.

Our principal executive offices are at 1800 Three Lincoln Centre, 5430 LBJ Freeway, Dallas, Texas 75240, our telephone number is (972) 934-9227, and our Internet website is www.atmosenergy.com.

USE OF PROCEEDS

We do not know the number of shares that we will sell to the plan administrator under the plan nor the prices at which the shares will be sold. We will use the net proceeds we receive pursuant to this offering for general corporate purposes.

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PLAN OF DISTRIBUTION

The shares are being offered pursuant to our Direct Stock Purchase Plan described in this prospectus. The plan administrator will purchase the shares being offered directly from us or on the open market, at our discretion. In accordance with current rulings by the SEC, we will not change our determination regarding the source of shares being purchased by the plan administrator under the plan more than once in any three-month period. Any change in the source of the shares being purchased will be made by a determination of our board of directors, a determination by our chief financial officer that we need additional capital or a determination by us that there is another valid reason for a change. We generally pay all fees, commissions and expenses incurred in connection with the plan, including any annual administrative fee. However, a participant is responsible for all commissions and fees relating to the sale of all or a portion of the shares in his or her plan account.

