

ONE GAS, INC.

FORM 8-K (Current report filing)

Filed 02/04/14 for the Period Ending 01/31/14

Address	100 WEST 5TH STREET TULSA, OK 74103
Telephone	918-588-7000
CIK	0001587732
Symbol	OGS
SIC Code	4924 - Natural Gas Distribution
Fiscal Year	12/31

**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) **February 3, 2014**
(Date of earliest event reported) **January 31, 2014**

ONE Gas, Inc.

(Exact name of registrant as specified in its charter)

Oklahoma
(State or other jurisdiction
of incorporation)

001-36108
(Commission
File Number)

46-3561936
(IRS Employer
Identification No.)

100 West Fifth Street; Tulsa, OK
(Address of principal executive offices)

74103
(Zip code)

(918) 588-7000
(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 communication 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))
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Item 5.01. Change in Control of Registrant

As previously disclosed, on January 8, 2014, the Board of Directors of ONEOK, Inc. (“ONEOK”) formally approved the distribution of all of the shares of common stock, par value \$0.01 per share (the “ONE Gas Common Stock”), of ONE Gas, Inc. (“ONE Gas”) to ONEOK’s shareholders. The distribution was completed effective 5:00 p.m. Central Time on January 31, 2014 (the “Distribution Date”) by way of a pro rata dividend to ONEOK shareholders of record on January 21, 2014. Each ONEOK shareholder of record received one share of ONE Gas Common Stock for every four shares of common stock of ONEOK. ONE Gas was a 100% owned subsidiary of ONEOK immediately prior to the distribution. Following the completion of the distribution, ONE Gas is an independent, publicly traded company, and ONEOK retains no ownership interest in ONE Gas.

A description of the distribution is disclosed in ONE Gas’ Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas’ Current Report on Form 8-K filed with the Securities and Exchange Commission (the “SEC”) on January 23, 2014, and is incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers***Election of Directors***

In connection with the distribution, the Board of Directors of ONE Gas (the “ONE Gas Board”) approved the election of certain individuals to serve as directors on the ONE Gas Board as referenced below.

Robert B. Evans

Effective as of the Distribution Date, Robert B. Evans joined the ONE Gas Board and became a member of the Audit Committee, the Executive Compensation Committee and the Corporate Governance Committee. Biographical information about Mr. Evans and information about director compensation and material arrangements with ONE Gas is disclosed in ONE Gas’ Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas’ Current Report on Form 8-K filed with the SEC on January 23, 2014, and is incorporated herein by reference.

Michael G. Hutchinson

Effective as of the Distribution Date, Michael G. Hutchinson joined the ONE Gas Board and became chairman of the Audit Committee and a member of the Executive Compensation Committee and the Corporate Governance Committee. Biographical information about Mr. Hutchinson and information about director compensation and material arrangements with ONE Gas is disclosed in ONE Gas’ Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas’ Current Report on Form 8-K filed with the SEC January 23, 2014, and is incorporated herein by reference.

Pattye L. Moore

Effective as of the Distribution Date, Pattye L. Moore joined the ONE Gas Board and became chairman of the Executive Compensation Committee and a member of the Audit Committee and the Corporate Governance Committee. Biographical information about Ms. Moore and information about director compensation and material arrangements with ONE Gas is disclosed in ONE Gas’ Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas’ Current Report on Form 8-K filed with the SEC on January 23, 2014, and is incorporated herein by reference.

Eduardo A. Rodriguez

As previously disclosed, in connection with the distribution, Eduardo A. Rodriguez joined the ONE Gas Board and became a member of the Audit Committee effective as of January 15, 2014. Effective as of the Distribution Date, Mr. Rodriguez also became chairman of the Corporate Governance Committee and a member of the Executive Compensation Committee of the ONE Gas Board. Biographical information about Mr. Rodriguez and information about director compensation and material arrangements with ONE Gas is disclosed in ONE Gas’ Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas’ Current Report on Form 8-K filed with the SEC on January 23, 2014, and is incorporated herein by reference.

Effective as of the Distribution Date, Douglas H. Yaeger joined the ONE Gas Board and became a member of the Audit Committee, the Executive Compensation Committee and the Corporate Governance Committee. Biographical information about Mr. Yaeger and information about director compensation and material arrangements with ONE Gas is disclosed in ONE Gas' Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas' Current Report on Form 8-K filed with the SEC on January 23, 2014, and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

In connection with the distribution, effective January 31, 2014, ONE Gas amended and restated its Certificate of Incorporation (the "Amended and Restated Certificate of Incorporation") and its By-Laws (the "Amended and Restated By-Laws"). A description of the material provisions of the Amended and Restated Certificate of Incorporation and the Amended and Restated By-Laws is included under the section entitled "Description of Capital Stock" in ONE Gas' Information Statement related to the distribution, which has been previously filed as Exhibit 99.1 to ONE Gas' Current Report on Form 8-K filed with the SEC on January 23, 2014, and is incorporated herein by reference. The description is qualified in its entirety by reference to the Amended and Restated Certificate of Incorporation and the Amended and Restated By-Laws, which have previously been filed Exhibits 4.5 and 4.6, respectively, to ONE Gas' Registration Statement on Form S-8 (File No. 333-193690) filed with the SEC on January 31, 2014, and each of which is incorporated herein by reference.

Item 5.05. Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

In connection with the distribution, the ONE Gas Board adopted a Code of Business Conduct and Ethics. A copy of the Code of Business Conduct and Ethics is available on ONE Gas' website, www.onegas.com.

Item 8.01. Other Events

On February 3, 2014, ONE Gas issued a news release announcing completion of the distribution as described in Item 5.01 above. A copy of the news release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation (incorporated by reference from Exhibit 4.5 to ONE Gas, Inc.'s Registration Statement on Form S-8 filed on January 31, 2014 (File No. 333-193690))
3.2	Amended and Restated By-Laws (incorporated by reference from Exhibit 4.6 to ONE Gas, Inc.'s Registration Statement on Form S-8 filed on January 31, 2014 (File No. 333-193690))
99.1	News release, dated February 3, 2014
99.2	ONE Gas, Inc. Information Statement, dated January 20, 2014 (incorporated by reference from Exhibit 99.1 to ONE Gas, Inc.'s Current Report on Form 8-K filed on January 23, 2014 (File No. 001-36108))

SIGNATURE

Pursuant to the requirements of Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ONE Gas, Inc.

Date: February 3, 2014

By: /s/ Curtis L. Dinan
Curtis L. Dinan
Senior Vice President,
Chief Financial Officer and
Treasurer

EXHIBIT INDEX

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News

February 3, 2014

Analyst Contact: Andrew Ziola
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918-588-7571

**ONE Gas Officially Starts Business as Stand-alone,
100 Percent Regulated Energy Company**

Trading Begins Today on New York Stock Exchange

TULSA, Okla. – Feb. 3, 2014 – ONE Gas, Inc. (NYSE: OGS) announced today the company’s separation from ONEOK, Inc. (NYSE: OKE) into a stand-alone, 100 percent regulated, publicly traded natural gas distribution company now is complete.

ONE Gas common stock will begin “regular-way” trading under the symbol “OGS” on the New York Stock Exchange (NYSE) today, Feb. 3, 2014, when markets open.

The transaction was completed at the close of business on Jan. 31, 2014 tax-free (except for cash received in lieu of fractional shares as described below) to shareholders. ONEOK shareholders of record at the close of business on Jan. 21, 2014, retained their shares of ONEOK stock and received one share of ONE Gas stock for every four shares of ONEOK stock owned. No fractional shares of ONE Gas stock were issued; however, shareholders entitled to receive a fractional share of ONE Gas stock in the distribution will receive the cash value of that fractional share instead.

ONE Gas shares were distributed following the close of business on Jan. 31, 2014.

Pierce H. Norton II is now president and chief executive officer of ONE Gas and a member of the ONE Gas board of directors.

“As a stand-alone, 100 percent regulated natural gas distribution business, we will be able to sharpen our focus on our distinct strategic goals and continue to invest in capital projects that improve safety, reliability and efficiency to better meet the expectations of our stakeholders,” said Norton. “ONE Gas is well positioned for long-term success and will continue to deliver the same safe, reliable and efficient service our customers have come to expect from us for more than a century.”

ONE Gas consists of Oklahoma Natural Gas Company, Kansas Gas Service and Texas Gas Service, and will be headquartered in Tulsa, Okla. It becomes one of the largest natural gas utilities in the United States, serving more than 2 million customers in three states. Its largest natural gas distribution markets by customer count are Oklahoma City and Tulsa, Okla.; Kansas City, Wichita and Topeka, Kan.; and Austin and El Paso, Texas.

-more-

You may find additional details about ONE Gas at www.onegas.com.

Benefits for ONE Gas stakeholders are expected to include:

- Capital allocation – will continue to invest capital in projects that improve safety, reliability and efficiency; ONE Gas is expected to continue to invest in and grow its rate base;
- Shareholder alignment – appeals to investors looking for stable dividend payouts more in line with owning a natural gas utility;
- Returns – will continue to focus on earning its allowed rate of return;
- Valuation – expected to be valued on a multiple of price-to-earnings (P/E) basis consistent with peer natural gas utilities;
- Reliable operations – continued safe, reliable and efficient operations; and
- More tailored growth strategies – sharpened management focus on distinct strategic goals.

ONE Gas, Inc. (NYSE: OGS) is a natural gas distribution company and the successor to the company founded in 1906 as Oklahoma Natural Gas Company, and became ONEOK, Inc. (NYSE: OKE) in 1980, a diversified energy company that today is the general partner and as of Dec. 31, 2013, owns 41.2 percent of ONEOK Partners, L.P. (NYSE: OKS).

ONE Gas provides natural gas distribution services to more than 2 million customers in Oklahoma, Kansas and Texas. ONE Gas is one of the largest publicly traded, 100 percent regulated, natural gas utilities in the United States.

ONE Gas trades on the New York Stock Exchange under the symbol “OGS,” and is included in the S&P MidCap 400 Index.

ONE Gas is headquartered in Tulsa, Okla., and its companies include the largest natural gas distributor in Oklahoma and Kansas, and the third largest in Texas, in terms of customers.

Its largest natural gas distribution markets by customer count are Oklahoma City and Tulsa, Okla.; Kansas City, Wichita and Topeka, Kan.; and Austin and El Paso, Texas. ONE Gas serves residential, commercial, industrial, transportation and wholesale customers in all three states.

For more information, visit the website at <http://www.ONEGas.com>.

Some of the statements contained and incorporated in this news release are forward-looking statements within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act. The forward-looking statements relate to the benefits of the separation to our stakeholders and other matters. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995. The following discussion is intended to identify important factors that could cause future outcomes to differ materially from those set forth in the forward-looking statements.

Forward-looking statements include the items identified in the preceding paragraph, the information concerning possible or assumed future results of our operations and other statements contained or incorporated in this news release identified by words such as “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “should,” “goal,” “forecast,” “guidance,” “could,” “may,” “continue,” “might,” “potential,” “scheduled,” and other words and terms of similar meaning.

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