

# ONE GAS, INC.

## FORM 8-K (Current report filing)

Filed 11/25/14 for the Period Ending 11/25/14

Address	15 EAST FIFTH STREET TULSA, OK 74103
Telephone	918-947-7000
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) **November 25, 2014**  
(Date of earliest event reported) **November 25, 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.)

**15 East Fifth Street; Tulsa, OK**  
(Address of principal executive offices)

**74103**  
(Zip code)

**(918) 947-7000**  
(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 5.08                      Shareholder Director Nominations

To the extent applicable, the information in Item 7.01 of this Current Report on Form 8-K is incorporated by reference into this Item 5.08.

Item 7.01                      Regulation FD Disclosure

On November 25, 2014, we announced that our 2015 annual meeting of stockholders (the “2015 Annual Meeting”) has been scheduled for May 21, 2015. In accordance with our Amended and Restated By-Laws, a stockholder who wishes to nominate a person for election to the board of directors by stockholders at the 2015 Annual Meeting must deliver notice to us at our executive office at 15 East Fifth Street, Tulsa, OK 74103, no later than the close of business on December 5, 2014. The notice must comply with and contain the information required by the rules and regulations of the Securities and Exchange Commission and our Amended and Restated By-Laws. In addition, the deadline for stockholder proposals under Rule 14a-8 of the proxy rules of the Securities and Exchange Commission is December 5, 2014; however, we note that in light of the fact that our separation from ONEOK, Inc. occurred on January 31, 2014, no stockholder of ONE Gas will meet the one year holding period requirement under Rule 14a-8 at that time and, accordingly, no stockholder will be eligible to make a Rule 14a-8 proposal in connection with the 2015 Annual Meeting. The Rule 14a-8 deadline for the 2016 Annual Shareholder Meeting will occur more than one year after the date of the separation from ONEOK, Inc. At that time, eligible shareholders will be entitled to make shareholder proposals in accordance with Rule 14a-8 for the 2016 Annual Shareholder Meeting. A copy of the news release is furnished as Exhibit 99.1 and is incorporated herein by reference.

The information disclosed in this Item 7.01, including Exhibit 99.1 hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item 9.01                      Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	News release issued by ONE Gas, Inc. dated November 25, 2014.

SIGNATURE

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

ONE Gas, Inc.

Date: November 25, 2014

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

## EXHIBIT INDEX

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99.1	News release issued by ONE Gas, Inc. dated November 25, 2014.



# News

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**November 25, 2014**

**Analyst Contact: Andrew Ziola  
918-947-7163**

**Media Contact: Jennifer Rector  
918-947-7571**

## **ONE Gas Announces Annual Shareholder Meeting**

TULSA, Okla. - Nov. 25, 2014 - ONE Gas, Inc. (NYSE: OGS) announced today that its 2015 Annual Meeting of Shareholders has been scheduled for May 21, 2015.

A shareholder who wishes to nominate a person for election to the board of directors at the 2015 Annual Shareholder Meeting must deliver notice to ONE Gas at its executive office at 15 East Fifth Street, Tulsa, Okla. 74103, no later than the close of business on Friday, Dec. 5, 2014. The notice must comply with and contain the information required by the Securities and Exchange Commission (SEC) rules and the company's amended and restated by-laws. Shareholders may contact the ONE Gas corporate secretary at the address above for a copy of the by-laws.

Additionally, the deadline for shareholder proposals under Rule 14a-8 of the proxy rules of the SEC is Dec. 5, 2014; however, ONE Gas notes that since the separation from ONEOK, Inc. occurred on Jan. 31, 2014, no ONE Gas shareholder will meet the one-year holding period requirement under Rule 14a-8 at that time, and are not eligible to make a Rule 14a-8 proposal in connection with the 2015 Annual Shareholder Meeting.

The 14a-8 deadline for the 2016 Annual Shareholder Meeting will occur more than one year after the date of the separation from ONEOK, Inc. At that time, eligible shareholders will be entitled to make shareholder proposals in accordance with Rule 14a-8 for the 2016 Annual Shareholder Meeting.

Additional information concerning the 2015 Annual Shareholder Meeting will be included in the ONE Gas 2015 Proxy Statement, which will be filed with the SEC and mailed to ONE Gas shareholders.

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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, which became ONEOK, Inc. (NYSE: OKE) in 1980. On January 31, 2014, ONE Gas officially separated from ONEOK into a stand-alone, 100 percent regulated, publicly traded natural gas utility.

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

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## **ONE Gas Announces Annual Shareholder Meeting**

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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 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>.

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