

SOUTHERN CO
Form DEFA14A
April 08, 2016

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

SCHEDULE 14A

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 Material Pursuant to §240.14a-12

The Southern Company
(Name of Registrant as Specified In Its Charter)

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

- 1) Amount Previously Paid:

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- 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
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***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Stockholder Meeting to Be Held on May 25, 2016.**

THE SOUTHERN COMPANY

*C/O PROXY SERVICES
P.O. BOX 9112
FARMINGDALE, NY 11735*

Meeting Information

| | |
|-----------------------------------------------------------------------------------------------------------|--------------------------|
| Meeting Type: | Annual Meeting |
| For holders as of: | March 28, 2016 |
| Date: May 25, 2016 | Time: 10:00 AM ET |
| Location: The Lodge Conference Center Callaway Gardens Highway 18 Pine Mountain, GA 31822 | |

You are receiving this communication because you hold shares in the company named above.

This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at www.proxyvote.com, scan the QR Barcode on the reverse side, or easily request a paper copy (see reverse side).

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Before You Vote

How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

PROXY STATEMENT ANNUAL REPORT

How to View Online:

Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com, or scan the QR Barcode below.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) *BY INTERNET:* www.proxyvote.com
- 2) *BY TELEPHONE:* 1-800-579-1639
- 3) *BY E-MAIL*:* sendmaterial@proxyvote.com

*If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions, and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before May 11, 2016 to facilitate timely delivery.

How To Vote

Please Choose One of the Following Voting Methods

Vote In Person: Many stockholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

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Vote By Internet: Go to www.proxyvote.com or from a smart phone, scan the QR Barcode above. Have the information that is printed in the box marked by the arrow XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

Voting Items

The Board of Directors recommends a vote FOR each nominee in Item 1.

1. **ELECTION OF DIRECTORS:**
- 1a. **Juanita Powell Baranco**
 - 1b. **Jon A. Boscia**
 - 1c. **Henry A. Clark III**
 - 1d. **Thomas A. Fanning**
 - 1e. **David J. Grain**
 - 1f. **Veronica M. Hagen**
 - 1g. **Warren A. Hood, Jr.**
 - 1h. **Linda P. Hudson**
 - 1i. **Donald M. James**
 - 1j. **John D. Johns**
 - 1k. **Dale E. Klein**
 - 1l. **William G. Smith, Jr.**
 - 1m. **Steven R. Specker**
 - 1n. **Larry D. Thompson**
 - 1o. **E. Jenner Wood III**

The Board of Directors recommends a vote FOR Items 2, 3, 4, 5, 6, 7, and 8.

2. **APPROVAL OF A BY-LAW AMENDMENT TO PERMIT PROXY ACCESS**

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3. APPROVAL OF AN AMENDMENT TO THE CERTIFICATE TO REDUCE THE SUPERMAJORITY VOTE REQUIREMENTS TO A MAJORITY VOTE
4. APPROVAL OF AN AMENDMENT TO THE CERTIFICATE TO ELIMINATE THE FAIR PRICE ANTI-TAKEOVER PROVISION
5. APPROVAL OF A BY-LAW AMENDMENT TO PERMIT THE BOARD TO MAKE CERTAIN FUTURE AMENDMENTS TO THE BY-LAWS WITHOUT STOCKHOLDER RATIFICATION
6. ADVISORY VOTE TO APPROVE EXECUTIVE COMPENSATION
7. APPROVAL OF THE MATERIAL TERMS FOR QUALIFIED PERFORMANCE-BASED COMPENSATION UNDER THE OMNIBUS PLAN
8. RATIFICATION OF THE APPOINTMENT OF DELOITTE & TOUCHE LLP AS THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2016

The Board of Directors recommends a vote AGAINST Items 9 and 10.

9. STOCKHOLDER PROPOSAL ON 2° CELSIUS SCENARIO REPORT
 10. STOCKHOLDER PROPOSAL ON STRANDED COAL ASSETS REPORT
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