

SOUTHERN CO
Form DEFA14A
May 11, 2017

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

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION

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 Under Rule 14a-12

THE SOUTHERN COMPANY

(Name of Registrant as Specified In Its Charter)

N/A

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

Amount
(1) Previously
Paid:

Form, Schedule
(2) or Registration
Statement No.:

(3) Filing Party:

(4)Date Filed:

[Employee Article - SO Today]

Title: It's time to vote your proxy

Sub-title: Employee stockholders are encouraged to participate in proxy voting process

Six items are up for vote at Southern Company's 2017 annual meeting of stockholders. Employees who own Southern Company common stock are encouraged to make their voices heard by voting their shares.

The Southern Company proxy statement was made available to stockholders last month, along with instructions for voting. Online voting is accepted until 11:59 p.m. EDT on May 23. The annual meeting is at 10:00 am on May 24.

Below is a summary of the items up for vote, along with the board of directors' voting recommendation.

| Item | Description | Board Recommendation |
|---|--|---------------------------|
| Item #1 Election of Directors | Re-elect the 15 currently-serving directors | FOR each director nominee |
| Item #2 Reduce Supermajority Vote Requirement | Approve an amendment to the Certificate of Incorporation to reduce the supermajority vote requirement to a majority vote | FOR |
| Item #3 Say on Pay | Advisory vote to approve executive officer compensation | FOR |
| Item #4 Say on Frequency | Advisory vote to approve the frequency of future advisory votes on executive compensation (every one year, two years or three years) | ONE YEAR |
| Item #5 Ratify Appointment of Auditors | Ratify the appointment of Deloitte & Touche as our independent registered public accounting firm for 2017 | FOR |
| Item #6 Stockholder Proposal | Stockholder proposal for a report on strategy for International Energy Agency 2°C scenario | AGAINST |

For more information please visit the annual meeting website at www.southerncompanyannualmeeting.com. You can review and download copies of the proxy statement and annual report on the website and find a link to vote your proxy.

[Employee Email]

To: Southern Company System Employees

Many of our employees own Southern Company stock through a retirement plan, the Southern Investment Plan, or through a bank or broker. As a stockholder, you have the opportunity to have a say on the direction of our company by voting your shares at the 2017 annual meeting of stockholders on May 24.

If you are a stockholder, you should have received your proxy materials last month, along with instructions for how to vote your shares. The proxy statement contains information about the Company, the upcoming annual meeting, and all of the items that are up for a vote. Depending on how you hold your shares (401(k) plan, bank, broker, etc.), you might have received an electronic communication regarding delivery of your proxy materials, or you could have received a notice of internet availability of proxy materials or a full package of proxy materials in the mail.

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To review a copy of the proxy or for more information, please visit the annual meeting website at www.southerncompanyannualmeeting.com. You can review and download copies of the proxy statement and annual report and find a link to vote your proxy.

There are six items up for vote at the annual meeting, and I encourage you to make your voice heard by voting your shares. You may vote by internet or telephone until 11:59 p.m. EDT on May 23. However, I encourage you to vote promptly.

If you have any questions about the proxy statement or the voting process, please contact Dianne Perry in Shareholder Relations at 404-506-0965.

Thank you for your time considering these important company matters and voting your shares.

Jim Kerr
EVP General Counsel and Chief Compliance Officer

[Reminder Mailing]

**YOUR VOTE IS VERY IMPORTANT TO US
PLEASE VOTE YOUR PROXY TODAY**

May 11, 2017

Dear Fellow Stockholders:

According to our latest records, we have not yet received your voting instructions for The Southern Company Annual Meeting of Stockholders to be held on Wednesday, May 24, 2017. It is critical that we receive your vote so that we may conduct the business of the annual meeting.

Your vote is very important to us, no matter how many shares you hold. We urge you to vote promptly, even if you plan to attend the annual meeting. If you have already voted, we thank you.

For the reasons set forth in our 2017 Proxy Statement dated April 7, 2017, the Board of Directors recommends a vote:
FOR each nominee in Item 1
FOR Items 2, 3 and 5
ONE YEAR in Item 4
AGAINST Item 6.

Please vote using the internet or telephone by following the instructions on the proxy form as soon as possible. Alternatively, please mark, sign and date the proxy form and return it in the enclosed postage-paid envelope.

If you need assistance voting your shares, please call Georgeson toll-free at 1-800-790-6795. Georgeson is assisting Southern Company with solicitation of proxies. If you have any other questions, please call Southern Company Shareholder Relations at (404) 506-0965.

Thank you for your continued support of Southern Company.

Thomas A. Fanning
Chairman, President and Chief Executive Officer
