

SOUTHERN CO  
Form 8-K  
May 24, 2013

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 (Date of earliest event reported) May 22, 2013

| Commission<br>File Number | Registrant, State of Incorporation,<br>Address And Telephone Number   | I.R.S. Employer<br>Identification No. |
|---------------------------|---|---------------------------------------|
| 1-3526                    | The Southern Company<br>(A Delaware Corporation)<br>30 Ivan Allen Jr. Boulevard, N.W.<br>Atlanta, Georgia 30308<br>(404) 506-5000 | 58-0690070                            |

The name and address of the registrant have not changed since the 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 communications 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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

The Southern Company (the "Company") held its Annual Meeting of Stockholders on May 22, 2013. Stockholders voted as follows on the matters presented for a vote:

1. The nominees for election to the Board of Directors were elected based on the following votes:

| Nominees                   | Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|----------------------------|-------------|---------------|-------------|------------------|
| Juanita Powell Baranco     | 503,298,273 | 8,427,032     | 3,490,564   | 155,293,963      |
| Jon A. Boscia              | 507,309,982 | 4,326,030     | 3,579,857   | 155,293,963      |
| Henry A. Clark III         | 506,981,485 | 4,616,500     | 3,617,884   | 155,293,963      |
| Thomas A. Fanning          | 495,882,120 | 12,645,791    | 6,687,958   | 155,293,963      |
| David J. Grain             | 506,240,525 | 5,367,700     | 3,607,644   | 155,293,963      |
| H. William Habermeyer, Jr. | 506,407,304 | 5,185,089     | 3,623,476   | 155,293,963      |
| Veronica M. Hagen          | 506,749,699 | 4,960,396     | 3,505,774   | 155,293,963      |
| Warren A. Hood, Jr.        | 507,431,205 | 4,221,743     | 3,562,921   | 155,293,963      |
| Donald M. James            | 473,257,674 | 38,410,506    | 3,547,689   | 155,293,963      |
| Dale E. Klein              | 507,165,367 | 4,501,147     | 3,549,355   | 155,293,963      |
| William G. Smith, Jr.      | 507,025,231 | 4,697,783     | 3,492,855   | 155,293,963      |
| Steven R. Specker          | 507,143,644 | 4,509,233     | 3,562,992   | 155,293,963      |
| E. Jenner Wood III         | 417,929,434 | 93,702,103    | 3,584,332   | 155,293,963      |

2. The proposal to ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for 2013 was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 659,374,473 | 6,143,892     | 4,991,467   | —                |

3. The proposal to approve, on an advisory basis, the Company's named executive officers' compensation was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 434,966,724 | 26,262,948    | 53,986,197  | 155,293,963      |

4. The proposal to ratify an amendment to the Company's By-Laws removing the mandatory retirement age provision for non-employee directors was approved based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 634,066,672 | 19,677,457    | 16,765,703  | —                   |

5. The proposal to amend the Company's Certificate of Incorporation to reduce the two-thirds supermajority vote requirements in Article Eleventh to a majority vote was not adopted by the necessary vote based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 445,554,166 | 16,865,889    | 52,795,814  | 155,293,963         |

6. The proposal to amend the Company's Certificate of Incorporation to reduce the 75% supermajority vote requirements in Article Thirteenth to a two-thirds vote was not adopted by the necessary vote based upon the following votes:

| Votes For   | Votes Against | Abstentions | Broker<br>Non-Votes |
|-------------|---------------|-------------|---------------------|
| 446,074,331 | 16,443,767    | 52,697,771  | 155,293,963         |

**SIGNATURE**

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

THE SOUTHERN COMPANY

Date: May 24, 2013

By /s/ Melissa K. Caen  
Melissa K. Caen  
Assistant Secretary