

NATIONAL FUEL GAS CO  
Form 8-K  
June 13, 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): June 13, 2013**

**NATIONAL FUEL GAS COMPANY**

(Exact name of registrant as specified in its charter)

New Jersey  
(State or other jurisdiction

of incorporation)

1-3880  
(Commission

File Number)

13-1086010  
(IRS Employer

Identification No.)

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**6363 Main Street, Williamsville, New York**  
(Address of principal executive offices)

**14221**  
(Zip Code)

**Registrant's telephone number, including area code: (716) 857-7000**

**Former name or former address, if changed since last report: Not Applicable**

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 (*see* General Instruction A.2. below):

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

On June 13, 2013, the Board of Directors (the Board) of National Fuel Gas Company (the Company) amended the Company's By-Laws, effective as of that date. The Board amended Article II, Section 1 of the By-Laws to provide that, in general, no person shall qualify for service as a director of the Company if such person is a party to any compensatory, payment or other financial agreement, arrangement or understanding with any person or entity other than the Company in connection with candidacy or service as a director of the Company. The Board also added a new Article II, Section 10 providing that any action required or permitted to be taken pursuant to authorization voted at a meeting of the Board, or a committee thereof, may be taken without a meeting if, before or after the action, all members of the Board or of the committee consent thereto in writing (including by electronic transmission) and the written consents are filed with the minutes of the proceedings of the Board or committee.

The foregoing description of the amendments to the By-Laws does not purport to be complete and is qualified in its entirety by reference to the By-Laws, a copy of which has been filed as an exhibit hereto and is expressly incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 By-Laws of National Fuel Gas Company, as amended June 13, 2013

SIGNATURES

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.

NATIONAL FUEL GAS COMPANY

By: /s/ James R. Peterson  
James R. Peterson  
Assistant Secretary

Dated: June 13, 2013

EXHIBIT INDEX

Exhibit Number	Description
3.1	By-Laws of National Fuel Gas Company, as amended June 13, 2013