

WILLIAMS COMPANIES INC  
Form 8-K  
June 23, 2014

**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 23, 2014**

**The Williams Companies, Inc.**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or Other Jurisdiction**

**of Incorporation)**

**One Williams Center, Tulsa, Oklahoma**

**1-4174**  
**(Commission**

**File Number)**

**73-0569878**  
**(I.R.S. Employer**

**Identification No.)**

**74172**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: 918-573-2000

Check the appropriate box below if the Form 8-K 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 7.01. Regulation FD Disclosure.**

On June 16, 2014, The Williams Companies, Inc. (the Company) issued a press release announcing the Equity Offering (as defined below) and on June 17, 2014, the Company issued a press release announcing that it had priced the Equity Offering. Copies of these press releases are furnished and attached as Exhibits 99.1 and 99.2 hereto and are incorporated herein by reference.

The information furnished is not deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, is not subject to the liabilities of that section and is not deemed incorporated by reference in any filing under the Securities Act.

**Item 8.01. Other Events.**

*Equity Offering*

On June 17, 2014, the Company entered into an underwriting agreement (the Equity Underwriting Agreement) with Citigroup Global Markets Inc., Barclays Capital Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule 1 thereto, with respect to the offering and sale in an underwritten public offering (the Equity Offering) of 53,000,000 shares of the Company's common stock at a price to the public of \$57.00 per share. Pursuant to the Underwriting Agreement, the Company granted the underwriters a 30-day option (the Option) to purchase up to an additional 7,950,000 shares of common stock. On June 18, 2014, the underwriters exercised the Option in full. The Equity Underwriting Agreement is filed as Exhibit 1.1 to this report.

The Equity Offering and the offer and sale of shares issued pursuant to the Option have been registered under the Securities Act of 1933, as amended (the Securities Act), pursuant to a registration statement on Form S-3 (Registration No. 333-181644) of the Company (the Registration Statement), and the prospectus supplement dated June 17, 2014 and filed with the Securities and Exchange Commission pursuant to Rule 424(b) of the Securities Act on June 18, 2014. Closing of the sale of the shares of common stock pursuant to the Equity Offering and pursuant to the underwriters' exercise of the Option is expected to occur on June 23, 2014. The legal opinion of Gibson, Dunn & Crutcher LLP related to the Equity Offering pursuant to the Registration Statement is filed as Exhibit 5.1 to this report.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated June 17, 2014, by and among The Williams Companies, Inc. and Citigroup Global Markets Inc., Barclays Capital Inc. and UBS Securities LLC, as representatives of the underwriters named in Schedule 1 thereto.
5.1	Opinion of Gibson, Dunn & Crutcher LLP relating to the Equity Offering.
99.1	Press release dated June 16, 2014.
99.2	Press release dated June 17, 2014.

**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 WILLIAMS COMPANIES, INC.

/s/ William H. Gault

Name: William H. Gault

Title: Assistant Secretary

DATED: June 23, 2014

**EXHIBIT INDEX**

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