

SOUTHWESTERN ENERGY CO

Form 8-K

November 29, 2012

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of report (Date of earliest event reported): November 29, 2012**

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**SOUTHWESTERN ENERGY COMPANY**

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

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**Delaware**

**(State or other jurisdiction of incorporation)**

**1-08246**  
**(Commission File Number)**

**71-0205415**  
**(IRS Employer Identification No.)**

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2350 N. Sam Houston Pkwy. E., Suite 125,

Houston, Texas

(Address of principal executive offices)

77032

(Zip Code)

(281) 618-4700

(Registrant's telephone number, including area code)

Not Applicable

(Former name or former address, if changed since last report)

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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))

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## **SECTION 8 - Other Events**

### **Item 8.01 Other Events.**

On November 29, 2012, Southwestern Energy Company issued a press release announcing the commencement of an exchange offer for up to \$1,000,000,000 aggregate principal amount of its 4.10% Senior Notes due 2022, which are not registered under the Securities Act of 1933, as amended (the Act), for an equal principal amount of its 4.10% Senior Notes due 2022, which have been registered under the Act. The exchange offer will commence on November 29, 2012 and expire at 5:00 p.m., New York City time, on December 28, 2012.

The press release announcing the commencement of the exchange offer is filed herewith as exhibit 99.1, and is incorporated by reference herein.

## **SECTION 9 - Financial Statements and Exhibits**

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

The following exhibits are filed with this Current Report pursuant to Item 8.01.

(d) Exhibits.

99.1                      Press release dated November 29, 2012.

**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.

**SOUTHWESTERN ENERGY COMPANY**

Dated: November 29, 2012

By:     /s/    R. CRAIG OWEN      
Name: R. Craig Owen  
Title: Senior Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

99.1                    Press release dated November 29, 2012.