

ALTRIA GROUP, INC.
Form 8-K
October 20, 2010

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): October 20, 2010

ALTRIA GROUP, INC.

(Exact name of registrant as specified in its charter)

Virginia
(State or other jurisdiction
of incorporation)

1-8940
(Commission
File Number)

13-3260245
(I.R.S. Employer
Identification No.)

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6601 West Broad Street, Richmond, Virginia
(Address of principal executive offices)

23230
(Zip Code)

Registrant's telephone number, including area code: (804) 274-2200

(Former name or former address, if changed since 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 2.02. Results of Operations and Financial Condition.

On October 20, 2010, Altria Group, Inc. (Altria) issued an earnings press release announcing its financial results for the quarter ended September 30, 2010. A copy of the earnings press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 2.02 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section. The information in Item 2.02 of this Current Report on Form 8-K shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99.1 Altria Group, Inc. Earnings Press Release, dated October 20, 2010 (furnished pursuant to Item 2.02)

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.

ALTRIA GROUP, INC.

By: /s/ W. HILDEBRANDT SURGNER, JR.
Name: **W. Hildebrandt Surgner, Jr.**
Title: **Corporate Secretary and
Senior Assistant General Counsel**

DATE: October 20, 2010

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1 Altria Group, Inc. Earnings Press Release, dated October 20, 2010 (furnished pursuant to Item 2.02)

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Financial Statements and Exhibits.

This Current Report on Form 8-K has been filed solely to provide as exhibits (i) the Stock Purchase Agreement, dated as of May 20, 2018, by and among The Southern Company, 700 Universe, LLC (“Purchaser”) and NextEra Energy, Inc. (“Parent”), (ii) the Stock Purchase Agreement, dated as of May 20, 2018, by and among Southern Company Gas, NUI Corporation, Purchaser and Parent and (iii) the Equity Interest Purchase Agreement, dated as of May 20, 2018, by and among Southern Power Company, Purchaser and Parent (each, an “Agreement” and, together, the “Agreements”).

The Agreements have been filed as exhibits to this Current Report on Form 8-K to provide investors and security holders with information regarding their terms. They are not intended to provide any other factual information about the parties thereto or their respective subsidiaries and affiliates. The Agreements contain representations and warranties by each of the parties thereto. These representations and warranties were made by the applicable parties solely for the benefit of the counterparties to the applicable Agreement and (i) are not intended to be treated as categorical statements of fact, but rather as a way of allocating risk if those statements prove to be inaccurate, (ii) may have been qualified in the respective Agreement by confidential disclosure letters that were delivered to the applicable counterparties in connection with the signing of the applicable Agreement, which disclosure letters contain information that modifies, qualifies and creates exceptions to the representations, warranties and covenants set forth in the applicable Agreement, (iii) may be subject to standards of materiality applicable to the parties that differ from what might be viewed as material to equity holders and (iv) were made only as of the date of the applicable Agreement or such other date or dates as may be specified in the applicable Agreement. Moreover, information concerning the subject matter of the representations, warranties and covenants made by the applicable parties may change after the date of the applicable Agreement, which subsequent information may or may not be fully reflected in public disclosures by the parties. Accordingly, the representations, warranties and covenants or any descriptions thereof should not

be relied upon as characterizations of the actual state of facts or condition of the parties to the Agreements.

(d) Exhibits

The Southern Company

2(a)1 Stock Purchase Agreement, dated as of May 20, 2018, by and among The Southern Company, 700 Universe, LLC and NextEra Energy, Inc.*

2(a)2 Stock Purchase Agreement, dated as of May 20, 2018, by and among Southern Company Gas, NUI Corporation, 700 Universe, LLC and NextEra Energy, Inc.*

2(a)3 Equity Interest Purchase Agreement, dated as of May 20, 2018, by and among Southern Power Company, 700 Universe, LLC and NextEra Energy, Inc.*

Gulf Power Company

2(b)1 Stock Purchase Agreement, dated as of May 20, 2018, by and among The Southern Company, 700 Universe, LLC and NextEra Energy, Inc. See Exhibit 2(a)1 herein.*

Southern Power Company

2(c)1 Equity Interest Purchase Agreement, dated as of May 20, 2018, by and among Southern Power Company, 700 Universe, LLC and NextEra Energy, Inc. See Exhibit 2(a)3 herein.*

* Schedules and exhibits have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule or exhibit will be furnished supplementally to the Securities and Exchange Commission upon request; provided, however, that each registrant may request confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended, for any schedules or exhibits so furnished.

SIGNATURES

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

THE SOUTHERN

COMPANY

Date: May 23, 2018

By/s/Melissa K. Caen

Melissa K. Caen

Assistant Secretary

GULF POWER

COMPANY

By/s/Melissa K. Caen

Melissa K. Caen

Assistant Secretary

SOUTHERN POWER

COMPANY

By/s/Melissa K. Caen

Melissa K. Caen

Assistant Secretary