

NATIONAL FUEL GAS CO  
Form 8-K  
September 27, 2017

**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): September 18, 2017**

**National Fuel Gas Company**  
**(Exact Name of Registrant as Specified in Charter)**

**New Jersey**  
**(State or Other Jurisdiction**  
**of Incorporation)**

**6363 Main Street**

**1-3880**  
**(Commission**  
**File Number)**

**13-1086010**  
**(IRS Employer**  
**Identification No.)**

**14221**

**Williamsville, New York**  
**(Address of Principal Executive Offices)** **(Zip Code)**  
**Registrant's telephone number, including area code: (716) 857-7000**

**Not Applicable**

**(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 (*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))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

In connection with the offering and sale of \$300,000,000 aggregate principal amount of 3.95% notes due 2027 (the Notes ), National Fuel Gas Company (the Company ) is filing herewith the following exhibits to its Registration Statement on Form S-3 (Registration No. 333-202877):

1. Underwriting Agreement, dated September 18, 2017, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, acting as representatives of several underwriters named therein.
2. Officer s Certificate dated September 27, 2017, establishing the terms of the Notes.
3. Form of Note, as established by the Officer s Certificate above.
4. Opinion of Jones Day.
5. Opinion of Lowenstein Sandler LLP.
6. Ratio of Earnings to Fixed Charges.

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

(d) Exhibits

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
| <b>Number</b>  |   |
| 1.1            | <u>Underwriting Agreement, dated September 18, 2017, by and among the Company and Merrill Lynch, Pierce, Fenner &amp; Smith Incorporated, U.S. Bancorp Investments, Inc. and Wells Fargo Securities, LLC, acting as representatives of several underwriters named therein</u> |
| 4.1.1          | <u>Officer s Certificate dated September 27, 2017, establishing the terms of the Notes</u>  |
| 4.1.2          | <u>Form of Note (included in 4.1.1 above)</u>   |
| 5.1.1          | <u>Opinion of Jones Day</u>   |
| 5.1.2          | <u>Opinion of Lowenstein Sandler LLP</u>  |
| 12.1           | <u>Ratio of Earnings to Fixed Charges</u>   |
| 23.1           | <u>Consent of Jones Day (included in Exhibit 5.1.1)</u>   |
| 23.2           | <u>Consent of Lowenstein Sandler LLP (included in Exhibit 5.1.2)</u>  |

**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/ S. J. Mugel  
S. J. Mugel  
Assistant Secretary

September 27, 2017