

SOUTHERN CO  
Form DEFA14A  
May 17, 2016

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_\_\_\_)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Materials Pursuant to Rule 14a-12

THE SOUTHERN COMPANY

(Name of Registrant as Specified In Its Charter)

N/A

(Name of Person(s) Filing Proxy Statement, if other than Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on  
table below per

Exchange Act  
Rules 14a-6(i)(1)  
and 0-11.

(1) Title of each  
class of  
securities to  
which  
transaction  
applies:

(2) Aggregate  
number of  
securities to  
which  
transaction  
applies:

(3) Per unit price  
or other  
underlying

value of  
transaction  
computed  
pursuant to  
Exchange Act  
Rule 0-11 (set  
forth the  
amount on  
which the filing  
fee is calculated  
and state how it  
was  
determined):

(4) Proposed  
maximum  
aggregate value  
of transaction:

(5) Total fee paid:

Fee paid  
.. previously with  
preliminary  
materials.  
Check box if any  
part of the fee is  
offset as provided  
by Exchange Act  
Rule 0-11(a)(2)  
and identify the  
filing for which  
the offsetting fee  
.. was paid  
previously.  
Identify the  
previous filing by  
registration  
statement number,  
or the Form or  
Schedule and the  
date of its filing.

Amount  
(1) Previously  
Paid:

Form, Schedule  
(2) or Registration  
Statement No.:

(3) Filing Party:

(4)Date Filed:

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Southern Today-Proxy

Headline:

It's time to vote

Teaser:

Employees who own shares of Southern Company common stock are urged to cast their votes on the 10 items included in this year's proxy statement.

Body:

Ten items are up for a vote in this year's Southern Company proxy statement, and employees who own Southern Company common stock are encouraged to make their voices heard.

The Southern Company proxy statement was made available to stockholders last month, along with instructions for voting. Online voting is accepted until 11:59 p.m. EDT on May 24. Preliminary results will be announced during the annual meeting of stockholders on May 25.

A list of the items to be voted, along with the board of directors' recommended vote, is included below.

Item No 1: To re-elect the 15 currently-serving directors.

The board recommends a vote FOR each director nominee.

Item No. 2: To approve a bylaw amendment to allow eligible stockholders to include their nominees for election to the board in the company's proxy materials along with candidates nominated by the board.

The board recommends a vote FOR approval of this item.

Item No. 3: To approve an amendment to the Certificate of Incorporation to reduce the supermajority vote requirements to a majority vote.

The board recommends a vote FOR approval of this item.

Item No. 4: To approve an amendment to the Certificate of Incorporation to eliminate the "fair price" anti-takeover provision.

The board recommends a vote FOR approval of this item.

Item No. 5: To approve a bylaw amendment to permit the board to make certain future amendments to the bylaws without stockholder ratification.

The board recommends a vote FOR approval of this item.

Item No. 6: Advisory vote to approve executive officer compensation.

The board recommends a vote FOR approval of this item.



Item No. 7: To re-approve the material terms for qualified performance-based compensation under the Omnibus Plan. The board recommends a vote FOR approval of this item.

Item No. 8: To ratify the appointment of Deloitte & Touche as independent registered public accounting firm for 2016.

The board recommends a vote FOR ratification of this item.

Item No. 9: Stockholder proposal for a report on company strategy for alignment with the International Energy Agency 2-degree scenario.

The board recommends a vote AGAINST the proposal.

Item No. 10: Stockholder proposal for a report quantifying potential financial losses to the company associated with the stranding of coal assets.

The board recommends a vote AGAINST the proposal.

For more information about the items to be voted on, please visit the annual meeting website at [www.southerncompanyannualmeeting.com](http://www.southerncompanyannualmeeting.com). You can review and download copies of the proxy statement and the annual report on the website, as well as find a link to vote your proxy.

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