

SOUTHERN CO  
Form DEFA14A  
May 11, 2017

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 Material Under 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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[Employee Article - SO Today]

Title: It's time to vote your proxy

Sub-title: Employee stockholders are encouraged to participate in proxy voting process

Six items are up for vote at Southern Company's 2017 annual meeting of stockholders. Employees who own Southern Company common stock are encouraged to make their voices heard by voting their shares.

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 23. The annual meeting is at 10:00 am on May 24.

Below is a summary of the items up for vote, along with the board of directors' voting recommendation.

Item	Description	Board Recommendation
Item #1 Election of Directors	Re-elect the 15 currently-serving directors	FOR each director nominee
Item #2 Reduce Supermajority Vote Requirement	Approve an amendment to the Certificate of Incorporation to reduce the supermajority vote requirement to a majority vote	FOR
Item #3 Say on Pay	Advisory vote to approve executive officer compensation	FOR
Item #4 Say on Frequency	Advisory vote to approve the frequency of future advisory votes on executive compensation (every one year, two years or three years)	ONE YEAR
Item #5 Ratify Appointment of Auditors	Ratify the appointment of Deloitte & Touche as our independent registered public accounting firm for 2017	FOR
Item #6 Stockholder Proposal	Stockholder proposal for a report on strategy for International Energy Agency 2°C scenario	AGAINST

For more information 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 annual report on the website and find a link to vote your proxy.

[Employee Email]

To: Southern Company System Employees

Many of our employees own Southern Company stock through a retirement plan, the Southern Investment Plan, or through a bank or broker. As a stockholder, you have the opportunity to have a say on the direction of our company by voting your shares at the 2017 annual meeting of stockholders on May 24.

If you are a stockholder, you should have received your proxy materials last month, along with instructions for how to vote your shares. The proxy statement contains information about the Company, the upcoming annual meeting, and all of the items that are up for a vote. Depending on how you hold your shares (401(k) plan, bank, broker, etc.), you might have received an electronic communication regarding delivery of your proxy materials, or you could have received a notice of internet availability of proxy materials or a full package of proxy materials in the mail.

Below is a summary of the items up for vote, along with the board of directors' voting recommendation.

Item	Description	Board Recommendation
Item #1 Election of Directors	Re-elect the 15 currently-serving directors	FOR each director nominee
Item #2 Reduce Supermajority Vote Requirement	Approve an amendment to the Certificate of Incorporation to reduce the supermajority vote requirement to a majority vote	FOR
Item #3 Say on Pay	Advisory vote to approve executive officer compensation	FOR
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Item #5 Ratify Appointment of Auditors	Ratify the appointment of Deloitte & Touche as our independent registered public accounting firm for 2017	FOR
Item #6 Stockholder Proposal	Stockholder proposal for a report on strategy for International Energy Agency 2°C scenario	AGAINST

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To review a copy of the proxy or for more information, 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 annual report and find a link to vote your proxy.

There are six items up for vote at the annual meeting, and I encourage you to make your voice heard by voting your shares. You may vote by internet or telephone until 11:59 p.m. EDT on May 23. However, I encourage you to vote promptly.

If you have any questions about the proxy statement or the voting process, please contact Dianne Perry in Shareholder Relations at 404-506-0965.

Thank you for your time considering these important company matters and voting your shares.

Jim Kerr  
EVP General Counsel and Chief Compliance Officer

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[Reminder Mailing]

**YOUR VOTE IS VERY IMPORTANT TO US  
PLEASE VOTE YOUR PROXY TODAY**

May 11, 2017

Dear Fellow Stockholders:

According to our latest records, we have not yet received your voting instructions for The Southern Company Annual Meeting of Stockholders to be held on Wednesday, May 24, 2017. It is critical that we receive your vote so that we may conduct the business of the annual meeting.

Your vote is very important to us, no matter how many shares you hold. We urge you to vote promptly, even if you plan to attend the annual meeting. If you have already voted, we thank you.

For the reasons set forth in our 2017 Proxy Statement dated April 7, 2017, the Board of Directors recommends a vote:  
**FOR** each nominee in Item 1  
**FOR** Items 2, 3 and 5  
**ONE YEAR** in Item 4  
**AGAINST** Item 6.

Please vote using the internet or telephone by following the instructions on the proxy form as soon as possible. Alternatively, please mark, sign and date the proxy form and return it in the enclosed postage-paid envelope.

If you need assistance voting your shares, please call Georgeson toll-free at 1-800-790-6795. Georgeson is assisting Southern Company with solicitation of proxies. If you have any other questions, please call Southern Company Shareholder Relations at (404) 506-0965.

Thank you for your continued support of Southern Company.

Thomas A. Fanning  
Chairman, President and Chief Executive Officer

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