

WILLIAMS COMPANIES INC  
Form 8-K  
January 10, 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): January 9, 2017**

**The Williams Companies, Inc.**

**(Exact name of Registrant as Specified in its Charter)**

<b>Delaware</b> <b>(State or Other Jurisdiction of</b>	<b>1-4174</b> <b>(Commission</b>	<b>73-0569878</b> <b>(IRS Employer</b>
<b>Incorporation or Organization)</b>	<b>File Number)</b>	<b>Identification No.)</b>
<b>One Williams Center, Tulsa, Oklahoma</b>		<b>74172</b>

**(Addresses of Principal Executive Offices)**

**(Zip Code)**

**Registrant's Telephone Number, Including Area Code: (918) 573-2000**

**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:

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 1.01 Entry into a Material Definitive Agreement

### *Common Unit Issuance Agreement*

On January 9, 2017, Williams Partners L.P. (the Partnership) entered into a Common Unit Issuance Agreement (the Common Unit Issuance Agreement) with its general partner WPZ GP LLC (the General Partner) providing for the issuance by the Partnership to the General Partner of (i) 289,000,000 common units (the WPZ Interest Restructuring Common Units) representing limited partner interests in the Partnership (the Common Units) in consideration for (a) the General Partner's permanent waiver of any and all obligations of the Partnership and rights of the General Partner and its affiliates under the Partnership's First Amended and Restated Agreement of Limited Partnership, dated as of August 3, 2010, as amended (the Partnership Agreement) with respect to the Incentive Distribution Rights (as defined in the Partnership Agreement) (the IDR Waiver) and (b) the conversion of the General Partner Interest (as defined in the Partnership Agreement) into a non-economic general partner interest in the Partnership (such conversion, the WPZ General Partner Interest Recapitalization) and (ii) 277,117 Common Units (the Cash Purchase Common Units) in consideration for the General Partner's contribution to the Partnership of cash in an amount equal to \$10,000,000.

The foregoing description of the Common Unit Issuance Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of such agreement, a copy of which is filed as Exhibit 10.1 to this Current Report and is incorporated by reference herein.

### *Common Unit Purchase Agreement*

On January 9, 2017, the Partnership entered into a Common Unit Purchase Agreement (the Common Unit Purchase Agreement) with Williams and Williams' wholly owned subsidiary Williams Gas Pipeline Company, LLC (WGP), pursuant to which WGP agreed to purchase 51,047,349 Common Units from the Partnership (such Common Units, the Williams Issuance Common Units) for an aggregate purchase price of \$1,842,087,500, or \$36.08586 per Common Unit, using the net proceeds from Williams' previously announced underwritten public offering of common stock (the Williams Equity Offering). The Williams Equity Offering has been registered under the Securities Act of 1933, as amended. The Williams Equity Offering and the issuance of the Williams Issuance Common Units pursuant to the Common Unit Purchase Agreement are each expected to close on January 13, 2017. If the underwriters in the Williams Equity Offering exercise their 30-day option to purchase additional shares of Williams common stock in full, it is expected that Williams will purchase 7,659,181 additional Williams Issuance Common Units for an additional aggregate purchase price of \$276,388,125.

Pursuant to the terms of the Common Unit Purchase Agreement, the purchase price to be paid by Williams for the Williams Issuance Common Units will be increased by (i) the aggregate distributions paid by the Partnership on the Williams Issuance Common Units with respect to the fourth quarter of 2016 and (ii) the product of (a) the aggregate distributions paid by the Partnership on the Williams Issuance Common Units with respect to the first quarter of 2017 multiplied by (b) a fraction, (1) the numerator of which is the number of days commencing with January 1, 2017 and ending on the date the Williams Issuance Common Units are issued and (2) the denominator of which is 90. The foregoing amount will be paid by WGP on the date of the applicable distribution.

The foregoing description of the Common Unit Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of such agreement, a copy of which is filed as Exhibit 10.2 to this Current Report and is incorporated by reference herein.

## Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<b>Exhibit No.</b>	<b>Description</b>
10.1	Common Unit Issuance Agreement, dated January 9, 2017 (incorporated by reference to Exhibit 2 to the statement on Schedule 13D/A (File No. 005-86017) filed on January 10, 2017 by The Williams Companies, Inc. relating to the common units representing limited partner interests of Williams Partners, L.P.)
10.2	Common Unit Purchase Agreement, dated January 9, 2017 (incorporated by reference to Exhibit 3 to the statement on Schedule 13D/A (File No. 005-86017) filed on January 10, 2017 by The Williams Companies, Inc. relating to the common units representing limited partner interests of Williams Partners, L.P.)

**SIGNATURE**

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 thereunto duly authorized.

Date: January 10, 2017

**THE WILLIAMS COMPANIES, INC.**

by /s/ Robert E. Riley, Jr.

Name: Robert E. Riley, Jr.

Title: Assistant Secretary

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
10.1	Common Unit Issuance Agreement, dated January 9, 2017 (incorporated by reference to Exhibit 2 to the statement on Schedule 13D/A (File No. 005-86017) filed on January 10, 2017 by The Williams Companies, Inc. relating to the common units representing limited partner interests of Williams Partners, L.P.)
10.2	Common Unit Purchase Agreement, dated January 9, 2017 (incorporated by reference to Exhibit 3 to the statement on Schedule 13D/A (File No. 005-86017) filed on January 10, 2017 by The Williams Companies, Inc. relating to the common units representing limited partner interests of Williams Partners, L.P.)